

NORTHERN ILLINOIS CORVETTE CLUB, INC.

CONSTITUTION AND BYLAWS



PREAMBLE

In order to promote interest in Corvette automobile ownership and operation and to that end to collect, receive, learn, disseminate and publish information relative thereto and further establish an organized effort to encourage others to participate in the ownership and enjoyment connected with the use of said automobile and to that end hold meetings, affairs, rendezvous and other gatherings, public or private in furtherance of said purpose, the NORTHERN ILLINOIS CORVETTE CLUB, INC., a nonprofit charitable corporation, hereby adopts this Constitution and Bylaws as set forth.

ARTICLE I NAME

SECTION 1. This corporation shall be officially known and designated as the NORTHERN ILLINOIS CORVETTE CLUB, INC., hereafter referred to as the "Club" or "NICC"

ARTICLE II OBJECTIVES

SECTION 1. To establish an organized effort to promote interest, sponsor, make arrangements and supervise events, meetings, competitions, etc. in order to:

First: Promote all aspects of Chevrolet Corvette sports vehicle ownership and operation; and,

Second: Promote and benefit the charity(s) approved by a majority of the Club members present; at a General Membership meeting, and,

Third: To acquire by purchase, lease, or otherwise any property, real or personal or mixed, and to hold, own, improve, develop, manage and sell, lease, exchange, mortgage or otherwise dispose of any property so acquired; and in general carry on any business in connection therewith and incident thereto not forbidden by the laws of the State of Illinois.

SECTION 2. The registered office of the NICC shall be the current governor's home address and be on file with the state as the registered address.

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ARTICLE III MEMBERSHIP AND INITIATION

SECTION 1. Membership in the NICC shall be limited to owners or principal operators of Chevrolet Corvettes provided such persons are or would be beneficial to the Club goals. The NICC shall maintain membership with the National Council of Corvette Clubs, Inc., hereafter referred to as the "NCCC". Upon joining NICC, members automatically become members of NCCC.

First: Membership in the NICC and the NCCC is limited to persons eighteen (18) years of age or older (except Dependent Members, as defined below). If an applicant has not attained legal majority age according to the laws of his or her state of residence, he or she must submit with their application for membership, a statement of parental consent, signed by each parent and properly notarized. Eligibility to compete in nationally sanctioned events for persons less than twenty-one (21) years shall be left to the jurisdiction of the NCCC.

Second: To become a member in NICC, one must submit an application for membership to the Membership Officer, a Director, an Officer, or any other NICC member along with full payment of applicable dues.

SECTION 2. Classes of Members. The Club shall have six (6) classes of members. The designation of each class and the qualifications of the members of each class shall be as follows:

First: Active Member - An Active Member shall be a dues paying member who is not expelled due to non-payment of dues, violation of the laws of the corporation or being found guilty of causing any general disorders within the corporation. He/She may hold a position in the corporation and has voting rights.

Second: Associate Member - Club members who no longer own Corvettes at Club renewal deadline shall be considered Associate Members, receiving the benefits of membership, upon payment of dues. He/She may hold a position in the corporation and has voting rights. Associate Membership will be limited to 12 calendar months.

Third: Honorary Member - An Honorary Member shall be a non-dues paying member who will add dignity and/or prestige to the Club. Any candidate for honorary membership must give his/her consent before the Club votes on the candidate's membership. He/She may not hold a position in the corporation and has no voting rights.

Fourth: Spouse/Companion Member - A Spouse/Companion Member is the spouse/companion of an Active Member or an Associate Member of NICC and NCCC. He/She pays dues, may hold a position in the corporation and has voting rights.

Fifth: Armed Service Members - Members who join the active duty armed services,

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shall be maintained as "Membership Paid" members through the years of enlistment, not to exceed four (4) years. He/She may not hold a position in the corporation and has no voting rights.

Sixth: Dependent Members – The child of any Active Member, Associate Member or Spouse/Companion Member who is between 16 and 25 years of age, shall become a member upon payment of membership dues equal to those of NCCC Spouse/Companion Members. Dependent Members may not hold a position in the corporation and have no voting rights.

ARTICLE IV ORGANIZATION AND GOVERNMENT

SECTION 1. LAWS

First: The laws of the corporation shall consist of this Constitution and Bylaws and any amendments thereto.

Second: The aforesaid laws shall remain in full effect unless preempted by applicable federal, state, or local laws.

Third: Each voting member shall be entitled to one vote on each matter submitted to a vote of the members. There shall be no proxy votes accepted.

SECTION 2. MEETINGS OF MEMBERS

First: Annual Meeting. An annual meeting of the members shall be held on the 1st Sunday of December of each year for the purpose of electing Directors and for the transaction of such other business as may come before the meeting.

Second: Regular Meetings. The Club shall hold a meeting for general membership on a regular basis, generally once a month. These monthly meetings shall be held on a specified day as determined by the Board of Directors.

Third: Special Meetings. Special meetings of the members may be called either by the president or the Board of Directors, or by any members having voting rights, for the purpose or purposes stated in the call of the meeting.

Fourth: Place of Meetings. The Board of Directors may designate any place as the place of meeting for any annual meeting, regular meeting or for any special meeting. If no designation is made or if a special meeting is otherwise called, the place of meeting shall be the registered office of the corporation in the State of Illinois.

Fifth: Notice of Meetings. Written notice stating the place, date, and hour of any meeting of members shall be delivered to each member entitled to vote at such meeting not less than five (5) nor more than sixty (60) days before the date of such meeting, or, in the case of a removal of one or more Directors, a merger, consolidation, or dissolution, or a sale, lease, or exchange of assets, not less than twenty (20) nor more than sixty (60) days before the date of the meeting. In case

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of a special meeting or when required by statute or by these Bylaws, the purpose for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed delivered when deposited in the United States mail addressed to the member at his or her address as it appears on the records of the corporation, with postage thereon prepaid. When a meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place thereof are announced at the meeting at which the adjournment is taken.

- Sixth: Informal Action. Any action required to be taken at a meeting of the members of the corporation, or any other action that may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed either (a) by all the members entitled to vote with respect to the subject matter thereof or (b) by the members having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all members entitled to vote thereon were present and voting. If such consent is signed by less than all of the members entitled to vote, then such consent shall become effective only (a) if, at least five (5) days prior to the effective date of such consent, a notice in writing of the proposed action is delivered to all of the members entitled to vote with respect to the subject matter thereof, and (b) if, after the effective date of such consent, prompt notice in writing of the taking of the corporate action without a meeting is delivered to those members entitled to vote who have not consented in writing.
- Seventh: Fixing of Record Date. For the purpose of determining the members entitled to notice of or to vote at any meeting of members, or in order to make a determination of members for any other proper purpose, the Board of Directors of the corporation may fix in advance a date as the record date for any such determination of members, such date in any case to be no more than sixty (60) days and, for a meeting of members, not less than five (5) days, or in the case of a merger, consolidation, or dissolution or a sale, lease, or exchange of assets, not less than twenty (20) days before the date of such meeting. If no record date is fixed for the determination of members entitled to notice of or to vote at a meeting of members, the date on which notice of the meeting is delivered shall be the record date for such determination of members. When determination of members entitled to vote at any meeting of members has been made, such determination shall apply to any adjournment of the meeting.
- Eighth: Quorum. The affirmative vote of a majority of the votes represented in person at the meeting shall be the act of the members, unless the vote of a greater number or voting by classes is required by the General Not for Profit Corporation Act, the articles of incorporation, or these Bylaws.
- Ninth: Voting. Each voting member shall be entitled to one vote in each matter submitted to vote at a meeting of members. Voting on any question or in any election may be by voice unless the chair of the meeting shall order or any member shall demand that voting be by ballot.

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SECTION 3. BOARD OF DIRECTORS

First: Number, Term, Election. The affairs of the Club shall be managed by or under the direction of a Board of Directors, elected by its members. The Board shall be nine (9) in number, their positions being as follows:

Membership Director	President
Parliamentarian	Governor
Sergeant at Arms	Secretary
Editor	Treasurer
Social Director	

No elected Director may hold more than one Board position. Nominations shall be closed in November except nominations may be re-opened for any position only if all candidates for that position withdraw. Only members who have paid membership dues for the upcoming year will be eligible to vote at the election of Board of Directors. The term of office shall be for one year, however, each Director shall hold office until the next annual meeting of members and until his or her successor shall have been elected and qualified. Directors need not be residents of Illinois or members of the corporation. The number of Directors may be decreased to not fewer than three or increased to any number from time to time by amendment of this section, unless the articles of incorporation provide that a change in the number of Directors shall be made only by amendment of the articles of incorporation. No decrease shall have the effect of shortening the term of an incumbent Director.

Second: Regular Meetings. An annual meeting of the Board of Directors shall be held without other notice than these Bylaws at a time and place to be announced approximately two weeks after the annual meeting of members. The Board of Directors may provide, by resolution, the time and place for the holding of additional regular meetings of the Board without other notice than such resolution.

Third: Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the president or any two Directors. The person or persons authorized to call special meetings of the Board may fix any place as the place for holding any special meeting of the Board called by them.

Fourth: Notice. Notice of any special meeting of the Board of Directors shall be given at least two (2) days previous thereto by written notice to each Director at his or her address as shown by the records of the corporation except that no special meeting of Directors may remove a Director unless written notice of the proposed removal is delivered to all Directors at least twenty (20) days prior to such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice is given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegram company. Notice of any special meeting of

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the Board of Directors may be waived in writing signed by the person or persons entitled to the notice either before or after the time of the meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except when a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting unless specifically required by law or by these Bylaws.

- Fifth: Resignation. A Director may resign at any time upon written notice to the Board of Directors. A Director may be removed with or without cause, as specified by statute.
- Sixth: Informal Action. The authority of the Board of Directors may be exercised without a meeting if consent in writing, setting forth the action taken, is signed by all of the Directors entitled to vote.
- Seventh: Vacancy. In case of vacancy the members shall nominate a successor to fill the unexpired term. The members shall hold a special election to fill the vacant position. Election requires a simple majority of the voting members present.
- Eighth: Quorum. A majority of the Board of Directors present at a meeting shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

SECTION 3. OFFICERS

- First: Number, Term, Election. There shall be four (4) Officers. Their positions being as follows:

President
Governor
Secretary
Treasurer

- Second: Election and Term of Office. The Officers of the corporation shall be elected annually by the membership at the regular annual meeting of the members. If the election of Officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Vacancies may be filled or new positions created and filled at any meeting of the members. Each Officer shall hold office until his or her successor shall have been duly elected and shall have qualified, until his or her death, or until he or she shall resign or shall have been removed in the manner hereinafter provided. No elected Officer may hold more than one office. Any Officer elected or appointed by members may be removed by the members whenever in their judgment the best interests of the corporation would be served thereby.

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Third: Nominations. All Nominations shall be closed in November except nominations may be re-opened for any position only if all candidates for that position withdraw. Only members who have paid membership dues for the upcoming year will be eligible to vote at the election of Officers.

SECTION 4. ADVISORY COMMITTEES

Quartermaster
Public Relations Director
Webmaster
Parade Director
NCM Ambassador

First: Advisory Committees not having and exercising the authority of the Board of Directors in the corporation may be designated or created by the Board of Directors and shall consist of such persons as the Board of Directors designate. An Advisory Committee may or may not have Directors as members, as the Board of Directors determines. An Advisory Committee may not act on behalf of the corporation or bind it to any actions but may make recommendations to the Board of Directors or to the Officers of the corporation.

Second: One member of each Advisory Committee shall be appointed chair. Advisory Committee chairs may attend Board of Director meetings, but may not vote at such meetings.

Third: Vacancies in the membership of any Advisory Committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Fourth: Unless otherwise provided in the resolution of the Board of Directors designating an Advisory Committee the act of a majority of the members of an Advisory Committee present at a meeting shall be the act of said Advisory Committee. The authority of an Advisory Committee may be exercised without a meeting if consent in writing, setting forth the action taken, is signed by all the members of that committee.

Fifth: Members may hold multiple Committee Chair positions. Duties and positions may be shared for Committee Chairs. The Board of Directors may eliminate or add Committee Chairs as appropriate in order to manage Club functions.

SECTION 5. DUTIES OF BOARD OF DIRECTORS, OFFICERS AND APPOINTED POSITIONS

First: Directors. The Directors shall preside at all meetings of the general membership. They shall see that all orders and resolutions of the Club are carried into effect; they shall have the general power of supervision and management usually vested

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in the positions. They shall have such further powers and duties as may be prescribed in the Constitution and Bylaws of the corporation. The Directors of the Club may in any instance designate the Officers and agents who shall have the authority to execute any contract, conveyance or other instrument on behalf of the Club, or may ratify or confirm any execution.

Second: President: The president shall be the principal executive officer of the corporation. Subject to the direction and control of the Board of Directors, he or she shall be in charge of the business and affairs of the corporation; he or she shall see that the resolutions and directives of the Board of Directors are carried into effect except in those instances in which that responsibility is assigned to some other person by the Board of Directors; and, in general, he or she shall discharge all duties incident to the office of president and such other duties as may be prescribed by the Board of Directors. He or she shall preside at all meetings of the members and of the Board of Directors. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the corporation or a different mode of execution is expressly prescribed by the members and/or Board of Directors or these Bylaws, he or she may execute for the corporation any contracts, deeds, mortgages, bonds, or other instruments that the Board of Directors has authorized to be executed, and he or she may accomplish such execution either under or without the seal of the corporation and either individually or with the secretary, any assistant secretary, or any other officer thereunto authorized by the Board of Directors, according to the requirements of the form of the instrument. The president or a designate thereof shall be responsible for picking up the mail from the Post Office box.

Third: Governor: The governor shall represent the NICC at the National Council of Corvette Clubs Governors meetings. He/She must attend no less than three (3) of five (5) regularly scheduled meetings of the Board of Governors. He/She shall be reimbursed for no more than four (4) meetings. The Board of Governors meeting held during the National Convention will not be reimbursed. Reimbursement shall be for a maximum of two nights lodging and transportation costs to and from the Board of Governors meeting location, which are reasonable and prudent. The governor shall have such further powers and duties as may be prescribed in the Constitution and Bylaws.

Fourth: Secretary: The secretary shall (a) attend all meetings of the Officers, Directors and members and shall record the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be a custodian of the corporate records and of the seal of the corporation; (d) have the authority to certify that the Bylaws and resolutions of the Board of Directors and members, and other documents, of the corporation are true and correct copies thereof; and (e) perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him or her by the president or by the Board of Directors. If the secretary fails to get the minutes from the Board meetings as well as the Club monthly business meeting minutes to the Editor for publication in VETTE

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VISIONS then he/she is responsible for the separate mailing of it to each member. (Cost of printing and postage will be borne by the Club.) He/She shall have further powers and duties as may be set forth in the Constitution and Bylaws of the corporation.

- Fifth: Treasurer: The treasurer shall have custody of the Club funds and securities, and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Club, and shall deposit all monies and other valuable effects in the name of the Club, and shall deposit to the credit of the Club in such depositories as may be designated by the Officers and Board of Directors. The treasurer shall be responsible for compiling a financial statement, accounting for all Club monies, at the end of each fiscal year. He/She shall render to the Officers and Board of Directors or members whenever they may require it, an account of his transactions as treasurer and the financial condition of the Club. The treasurer may delegate any of his duties, powers, and authority to one or more assistant treasurers unless the Board of Directors disapproves such delegation. The treasurer shall have such further powers and duties as may be prescribed in the Constitution and Bylaws of the corporation.
- Sixth: Membership Director: The Membership Director shall be responsible for the acquisition of new membership. He/She shall coordinate all membership applications. He/She shall keep a register of the post office address of each member. He/She shall be responsible for informing the applicants in any corporation or administrative areas.
- Seventh: Parliamentarian: The Parliamentarian shall be responsible for the Constitution and Bylaws and amendments thereto. He/She shall coordinate all motions to amend this Constitution and Bylaws. He/She shall also record all such motions. The existing Parliamentarian shall head the committee to review this Constitution annually.
- Eighth: Sergeant at Arms: The Sergeant at Arms shall assist in preserving order at all meetings and social affairs of the corporation. He/She shall have such further powers and duties as may be prescribed in the Constitution and Bylaws of the corporation.
- Ninth: Editor: The Editor shall be responsible for publishing a monthly Club newsletter, expenses being reasonable and prudent. He/She may delegate any of his duties, powers and authority to one or more assistants unless the Directors and Board of Directors disapproves such delegation. He/She shall perform such duties as may be prescribed by the Directors and Board of Directors. He/She shall have further powers and duties as may be set forth in the Constitution and Bylaws of the corporation.
- Tenth: Social Director: The Social Director will be responsible for the following duties:
- 1) Coordination of all social activities of the Club and any other activities that the Club may decide it wishes to participate in. Any Club member

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may be chair of any of these activities but the final coordination of such activities will be the responsibility of the Social Director.

- 2) The Social Director will put together a Club calendar, which will list all Club functions along with activities, and events information, which will be given to the Social Director by the Club's President and Governor.
- 3) The Social Director will be the Chair of the Sunshine Committee. As such, the Social Director only will be responsible for sending cards or flowers suitable for the occasion not to exceed \$50.00 for (a) new babies, (b) sympathy, (c) wedding, (d) get well.
- 4) Coordinate raffle prizes. Raffle prizes, per meeting, are not to exceed \$70.00. Tickets are \$2.00 each or three for \$5.00.

The Social Director will contact the treasurer for monetary tributes as designated by the Officers and Board of Directors.

Eleventh: Quartermaster: The Quartermaster shall be responsible for Club merchandise. He/She shall coordinate with appropriate suppliers to ensure that Club members have access to items such a Club jackets, shirts, hats, and other Club merchandise. He/She shall have further powers and duties as may be prescribed in the Constitution and Bylaws of the corporation.

Twelfth: Public Relations Director: The Public Relations Director shall be responsible for publicizing Club meetings and events to the local media. He/She shall have further powers and duties as may be prescribed in the Constitution and Bylaws of the corporation.

Thirteenth: Webmaster: The Webmaster shall be responsible for website domain, site development, third party website support, maintenance of site and electronic mailbox. Expenses associated with the above are to be reasonable and prudent. He/She shall perform such duties as may be prescribed by the Directors and Board of Directors. He/She shall have further powers and duties as may be set forth in the Constitution and Bylaws of the corporation.

Fourteenth: Parade Director: The Parade Director shall be responsible for seeking out parade events, in the NICC region, and determine the Clubs interest. The Board of Directors shall approve or disapprove each parade event. He/She may request other Club members to chair a parade. If a chairperson cannot be found, the Parade Director shall assume the event and assume the parade responsibilities. Those responsibilities include: parade registration, and maps of parade routes.

Fifteenth: NCM Ambassador: The NCM Ambassador shall represent the NICC to the National Corvette Museum Council (NCM) and its staff. The Ambassador provides our Club a two-way communication link to the NCM. The representative/liaison receives the most current and correct information from the Museum, and conveys that information at our Club meetings and/or events. The

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Ambassador promotes and solicits support for the Museum and other promotional activities. Additionally, the Ambassador communicates concerns, ideas and suggestions to the NCM.

ARTICLE V FINANCES

SECTION 1. The fiscal year of the Club shall be the calendar year.

First: The membership dues shall consist of the following:

Single Member	\$50.00 (paid before October 15th)
Primary & Spouse/ Companion Member	\$60.00 (paid before October 15th)
Late Renewal	Additional \$10.00 (paid after October 15th)
Lifetime Member(s) of NCCC will only pay NICC renewal dues. If they do not pay NICC renewal dues, they will become Lifetime Members-at-Large of the region.	

The Board of Directors may recommend changes to the dues structure and amounts for action by the members at any time, without the necessity of amending these Bylaws.

Second: The treasurer shall sign all checks, drafts, or demands for money and notes of the Club and/or president or such other persons as the Directors and Board of Directors may designate. Club funds shall be deposited and retained in a checking and/or savings accounts except as otherwise approved by the Directors and Board of Directors. Receipts are required for reimbursement.

Third: The NICC cannot donate to individual Clubs, funds for their events, unless voted upon by majority of membership at a regular monthly meeting.

SECTION 2. Property: All property of the corporation shall be in the Club's name.

SECTION 3. Power of Attorney: The power of attorney shall be delegated to the treasurer, or the Directors and Board of Directors as set forth in the Constitution and Bylaws of the corporation.

SECTION 4. Audit: The Club books will be subject to audit.

SECTION 5. Insolvency: Any condition of insolvency shall be dealt with as prescribed in Article X hereof.

SECTION 6. Charity: Monies left from the needs and expenses of running the Club will be donated to charities approved by members present at monthly meetings.

SECTION 7. Club Spending: Any member in good standing can make a motion for spending Club funds. Motions for spending will be made at regularly scheduled membership meetings. Motions for spending \$300.00 or less will be voted on

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when the motion is made. Motions for spending \$300.01 or more will be published in the next newsletter, members will vote on the spending motions at the next scheduled Club meeting. A simple majority of members present is required to pass. Event chairpersons shall submit a budget to the president and treasurer for Club approval at least two months prior to the event. Receipts are required for reimbursement.

Annual Budget: The annual budget is submitted by the Officers and Board members prior to the 1st scheduled Club meeting of the forthcoming year. Voting members may vote on the annual budget at the 2nd scheduled Club meeting. The treasurer shall have copies of the budget available at the Club meetings. Motions to adopt and implement the budget require a simple majority of the Club members present at the meeting.

ARTICLE VI EMBLEM:

SECTION 1. The official emblem of the corporation shall be:



ARTICLE VII STANDING COMMITTEES

SECTION 1. The Board of Directors may designate one or more committees, each of which will consist of two or more Directors and such other persons as the Board of Directors designates, provided that a majority of each committee's members are Directors. The committees, to the extent provided in said resolution and not restricted by law, shall have and exercise the authority of the Board of Directors in the management of the corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed on it, him, or her by law.

The following shall be standing committees, their terms expiring with that of the Officers and Board of Directors:

- a. Constitution and Bylaws
- b. Nominating Committee
- c. Any other Committees set up the corporation.

SECTION 2. DUTIES OF STANDING COMMITTEES

First: Constitution and Bylaws Committee: The Constitution and Bylaws Committee

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shall be appointed by the Board of Directors and shall review all Bylaws passed during any one year for the purpose of an amendment, revision, or repeal. The committee, after due investigation and review, shall present its findings and recommendation to the Officers, Board of Directors and members at a regular business meeting. The Bylaws Director shall also retain a record, in booklet form, of all resolutions passed during the year by the corporation. They shall have such further duties as may be prescribed in the Constitution and Bylaws of the corporation.

Second: Nominating Committee: The Nominating Committee shall consist of two Directors and three members, who shall be the last three past presidents who have finished their term of office and who are current NICC members. The committee shall be chaired by the most recent past president. If there are not three past presidents who meet the qualifications, the president may appoint current NICC members to bring the committee to five members. The duties of this committee are to present to the membership a slate of nominated Officers and Directors to fill open positions for the coming year. This slate of Officers and Directors shall be presented not later than November during the regular scheduled monthly meeting of NICC. The nominated slate of Officers and Directors shall be then voted on during the regular scheduled meeting of NICC during the month of December. The December meeting shall be held the first Sunday of December and announced in the newsletter and on the website.

The committee shall be responsible for presentation to the membership, nominations to fill any vacant office or Director position.

ARTICLE VIII DISCIPLINE OF THE MEMBERSHIP

SECTION 1. The Officers and Board of Directors shall have the right to terminate or suspend the membership of any member for any infraction of the NICC Bylaws. Such members have the right to appeal such suspensions to the Officers and Board of Directors in person or in writing.

SECTION 2. Any Officer or Board member may be removed from office by the NICC membership. Reason for removal from office shall be at the discretion of the majority of NICC members. A three-fourths (3/4ths) majority of the voting members present is required to remove an Officer or Director.

SECTION 3. Penalties: Penalties for the violation of the laws of the corporation by a member shall be fine, reprimand, suspension or expulsion. Any member found guilty of using the corporation for personal gain shall be expelled.

SECTION 4. General Offenses: Any member of the corporation who shall violate any of the provisions of the Constitution, rules, regulations, laws or edicts of the corporation which have been properly approved or who shall be guilty of unbecoming conduct, or in violation of sportsmanlike attitude shall be guilty of an offense against the corporation and shall be fined, reprimanded, suspended or

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expelled.

SECTION 5. Preferring Charges: Any member of the corporation may prefer charges against another member specifying the particular act complained of. All charges must be made in writing and signed by the member(s) making such charges. All charges must be filed with the secretary and entered in full in the minutes of the corporation.

SECTION 6. Expulsion: Any member who has been expelled shall no longer be carried on the official rolls of the corporation. He/She shall relinquish all financial claims against the corporation and shall be prohibited from attending any function, social or otherwise, of the corporation. But he/she may compete in an open competition event.

SECTION 7. Suspension: A suspended member shall be penalized as follows:

First: He/She shall remove himself from the corporation.

Second: He/She shall be denied all corporation privileges by the corporation.

Third: He/She shall not vote, attend meetings, hold a position, nor have any voice whatever in the affairs of the corporation.

Fourth: He/She shall not represent the corporation in any capacity.

SECTION 8. Reinstatement after Suspension: When a member is suspended for a definite length of time, he/she shall be automatically reinstated when such time has elapsed, provided that he/she has paid all bills that he/she owes the corporation, and dues are current.

SECTION 9. Dues and Other Charges during Suspension: Suspended members shall be required to pay their dues. There will be no other charges during suspension.

SECTION 10. Resignation: Any member may resign by directing written notice of such intent to the Secretary of the Club and termination of membership shall be effective upon the receipt thereof.

SECTION 11. Reinstatement after Resignation: Any member whose resignation has been accepted may petition for reinstatement.

ARTICLE IX INDEMNIFICATION

SECTION 1. The corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the corporation) by reason of the fact that he or she is or was a Director, Officer, employee, or agent of the corporation, or is or was

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serving at the request of the corporation as a Director, Officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit, or proceeding, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation or, with respect to any criminal action or proceeding, that the person had reasonable cause to believe that his or her conduct was unlawful.

- SECTION 2. The corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that such person is or was a Director, Officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a Director, Officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the corporation, provided that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the corporation, unless, and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.
- SECTION 3. To the extent that a Director, Officer, employee, or agent of the corporation has been successful, on the merits or otherwise, in the defense of any action, suit, or proceeding referred to in Sections 1 and 2 of this Article, or in defense of any claim, issue, or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.
- SECTION 4. Any indemnification under Sections 1 and 2 of this Article (unless ordered by a court) shall be made by the corporation only as authorized in the specific case, upon a determination that indemnification of the Director, Officer, employee, or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Sections 1 or 2 of this Article. Such determination shall be made (a) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit, or proceeding; (b) if such a quorum is not obtainable, or even if obtainable, if a quorum of

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disinterested Directors so directs, by independent legal counsel in a written opinion; or (c) by the members entitled to vote, if any.

- SECTION 5. Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the corporation in advance of the final disposition of such action, suit, or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of an undertaking by or on behalf of the Director, Officer, employee, or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation as authorized in this Article.
- SECTION 6. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of members or disinterested Directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be an Officer,, Director, employee, or agent, and shall inure to the benefit of the heirs, executors, and administrators of such a person.
- SECTION 7. The corporation may purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee, or agent of the corporation, or who is or was serving at the request of the corporation as a Director, Officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the corporation would have the power to indemnify such person against such liability under the provisions of this Article.
- SECTION 8. If the corporation has paid indemnity or has advanced expenses under this Article to a Director, Officer, employee, or agent, the corporation shall report the indemnification or advance in writing to any members entitled to vote with or before the notice of the next meeting of the members entitled to vote.

ARTICLE X DISSOLUTION

- SECTION 1. If, for any reason, this corporation is disbanded, all property held in the Club name shall be liquidated and turned into cash in accordance with the decisions made by the active members at the time of disbandment. After all Club liabilities have been paid, the remaining cash shall be donated to a non-profit, charitable corporation chosen by those active members in the corporation at that time.

ARTICLE XI AMENDMENTS TO THE CONSTITUTION

- SECTION 1. All motions to amend this Constitution and Bylaws shall be read and ordered by

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the Board of Directors to lie on the table until the next regularly scheduled meeting of the members. A second reading shall be made before the members may vote on it. A three-fourths (3/4ths) majority of the voting members present, at the time the vote is taken, shall be necessary to pass the motion for amendment. If the amendment is approved, it shall become effective immediately.

SECTION 2. The members of the Club shall be advised of proposed amendments in a published newsletter in advance of the meeting at which the vote will take place.

ARTICLE XII CONFLICTS

SECTION 1. All existing Constitutions and Bylaws or parts thereof in conflict with this Constitution and Bylaws are hereby annulled and repealed.

ARTICLE XIII WAIVER OF NOTICE

SECTION 1. Whenever any notice is required to be given under the provisions of the General Not For Profit Corporation Act of Illinois or under the provisions of the articles of incorporation or the Bylaws of the corporation, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance at any meeting shall constitute waiver of notice thereof unless the person at the meeting objects to the holding of the meeting because proper notice was not given.