



# **By-Laws**

**REVISED ~~JULY, 2021~~**

6/18/24

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# **Sonoran Desert Corvettes Tucson**

## **By-Laws**

### **Article I**

#### **Section 1 NAME**

The name of the club shall be “Sonoran Desert Corvettes Tucson” hereinafter referred to as “SDCT”.

#### **Section 2 PURPOSE**

In order to promote interest in Corvette automobile ownership, operation, and to that end to collect, receive, learn, disseminate, and publish information thereto and further establish an organized effort to encourage others to participate in the ownership and enjoyment connected with the use of Corvettes and to that end hold meetings, affairs, rendezvous, and other gatherings, public or private, in furtherance of said purpose. Additionally, and in recognition of its civic responsibility to the community, SDCT fosters safe and responsible driving behavior of its members. SDCT will participate in community events such as parades and contribute to worthy community causes. SDCT, a non-profit organization, hereby adopts these By-Laws as hereinafter set forth.

### **Article II**

#### **Section 1 MEMBERSHIP**

##### **Admittance to Membership**

##### **Admission Procedures**

An application form must be filed with the Membership Director. This form will contain all the information necessary for membership in the Club as stated in this Article, Section 2.

#### **Section 2 MEMBERSHIP CLASSIFICATION AND REQUIREMENTS**

The SDCT membership shall consist of Regular Members, Associate Members and Honorary Members. If a current member buys or sells a Corvette that would result in a change in classification, the reclassification will not occur until the next renewal.

##### **1. REGULAR MEMBERSHIP**

- A. Owner/Lessee of a Corvette
- B. Minimum eighteen (18) years of age
- C. Advanced payment of annual dues

## **2. ASSOCIATE MEMBERSHIP**

- A. Must first have been a regular member
- B. Express deep interest in the Corvette
- C. Minimum eighteen (18) years of age
- D. Advanced payment of annual dues
- E. Membership in National Council of Corvette Clubs (NCCC)

## **3. HONORARY MEMBERSHIP**

Any SDCT member can nominate a person or corporation for Honorary Membership. Honorary Membership election will be by a majority vote of Board of Directors (Board) present at any Board meeting.

## **4. FUTURE CORVETTE OWNER ASSOCIATE**

- A. Any person under the age of 16 who is related to an SDCT member is eligible to become a member of FCOA.

## **Section 3 MEMBERSHIP DUES**

- A. Honorary – None
- B. Regular and Associate members shall pay both SDCT and NCCC dues.
- C. Payment of Dues: The annual membership renewal dues are payable by October 15th of each year for the following year, and shall be considered delinquent as of midnight, November 1st.

## **Section 4 MEMBERSHIP PRIVILEGES**

- A. Regular members are entitled to all Club privileges.
- B. Associate members are entitled to all Club privileges except they may NOT hold any Board position.

## **Section 5 EXPULSION/SUSPENSION**

Membership will automatically lapse for non-payment of dues. Any member may be suspended or expelled for infraction of SDCT rules, as outlined in these By-Laws, or such other causes as may be determined by the majority of the Board as being in the best interests of SDCT. Before such action is taken, the member shall have the opportunity of submitting in writing, or in person, their position on charges of which they have been notified.

The following are examples (but not limited to) of infractions that could lead to expulsion or suspension:

- A. False information entered on membership application.
- B. Convictions for DUI (driving under the influence of alcohol and/or drugs), reckless driving, or other actions that would be detrimental to SDCT.
- C. Public display causing embarrassment to self or our Club.
- D. Other infractions as deemed by the majority of the Board.

## **Section 6 RESIGNATION**

Any member may resign by sending a letter of resignation to the Secretary. The member's resignation shall be effective upon receipt. If the member resigns within sixty (60) days of initial membership, only the SDCT portion of the dues shall be refunded if requested by the member.

## **Article III**

### **Section 1 ANNUAL MEETING**

The Annual Membership Meeting of SDCT members shall be held on the third (3<sup>rd</sup>) Thursday in October of each year for nomination Officers and Directors, and such other business as lawfully may come before the meeting.

### **Section 2 MEMBERSHIP MEETINGS**

Regular meetings may be held on the third (3<sup>rd</sup>) Thursday of each month, at the discretion of the Board.

### **Section 3 BOARD MEETINGS**

The Board may meet on the second (2nd) Thursday of each month at its discretion. The meeting shall be open to all members, but only the Board will have a vote on business matters discussed during the meeting.

### **Section 4 AD HOC MEETINGS**

In addition to any provisions of these By-Laws, special open meetings of the members may be called by a majority vote of the Board.

### **Section 5 NOTICE OF MEETINGS**

The Secretary shall give notice of meetings, stating the place, day, hour, and purpose of any meeting(s) of the members, including special meeting(s). There shall be no closed meeting(s) with the exception of the Impeachment Board meeting(s).

### **Section 6 QUORUMS**

- A. Quorum for General Membership Meeting: The quorum is established annually, for the next business year, at the Annual Membership Meeting. The quorum number will be equal to the average attendance for the previous January through October General Membership Meetings.
- B. Quorum for Board Meetings: The quorum is a number equal to one-half of the authorized positions, plus one.
- C. Quorum for Standing and Ad Hoc Committees: The quorum for all committees shall be equal to the number of committee members present unless the Chair deems an insufficient number to do committee work.
- D. Quorum for By-Laws Amendments or Revisions: The quorum is established annually, for the next business year, at the conclusion of the election for the Board to serve in that year. The quorum number is equal to the number of members who voted in the Board election.

### **Section 7 VOTING**

- A. General Membership Meeting: Votes on motions shall be governed by majority rule of those members present and qualified to vote provided the quorum requirement has been met.
- B. Board Meetings: Votes on motions shall be governed by majority rule of those members present or by proxy delivered to the Secretary prior to the scheduled meeting, provided the quorum requirement has been met.
- C. Standing and Ad Hoc Committee Meetings: Votes on motions shall be governed by majority rule of those members qualified to vote providing the quorum requirement has been met.

D. By-Laws Amendments: By-Law changes require an affirmative vote of two-thirds of the By-Law quorum.

## **Article IV**

### **Section 1 BOARD**

The membership shall elect from its body a Board consisting of Officers (President, Vice President, Secretary, Treasurer), and Directors (NCCC Governor, Membership Director, Activities Director, Communications / Public Relations Director, and National Corvette Museum Ambassador) who are Regular Members and have been Regular Members for at least six months and will endeavor to attend all required meetings. The candidate for President must have served one year as a member of the Board. All Board positions shall serve a one-year term. One additional member of the Board NOT elected shall be the Officer at Large who is a Regular Member appointed by the President and approved by the Board.

### **Section 2 BOARD NOMINATIONS**

Nominations for Board positions shall be held at the Annual October meeting. The Vice President shall act as the Chairman of the Election Committee and poll all SDCT Members for candidates wishing to run for the Board prior to the annual October General Membership Meeting.

### **Section 3 ELECTION OF OFFICERS AND DIRECTORS**

The annual Election of the Board shall be held by e-mail, postal mail or written ballot delivered to the Secretary prior to the completion of the regular November membership meeting. The Board election results shall be announced as soon as practicable after the results are known. The newly elected Board shall assume its duties on January 1<sup>st</sup> of each new year.

### **Section 4 VACANT POSITIONS**

The President, with the approval of the Board, shall appoint a replacement for any vacant Board position for the remainder of the current fiscal year.

### **Section 5 CHANGING THE BOARD STRUCTURE**

The By-laws stated in this document require that a Board of Directors must be elected to oversee the Club's functions. The SDCT BOD consists of four Officers (President, Vice President, Secretary and Treasurer) and five Directors. The members who fill these positions are elected from the General Membership. Only the four Officers are required to be elected. In the event of a vacancy of one or more of the Director positions, the President has the responsibility to appoint a qualified member to fill that position. In the event of the membership not being able to put forward the minimum of four members to fill the Officer positions and if five members refuse the Director's position for the following year, the President, with the approval of the Board is authorized to change the number of Officers and Directors. The number of Officers can be reduced by one, which would combine the Treasurer and Secretary positions. The maximum number of Directors can be reduced by four. The Director of Communications / Public Relations must be maintained. All other Director positions can be either combined with existing Officer positions or eliminated.

## **Article V**

### **Section 1 DUTIES OF THE PRESIDENT**

The President shall endeavor to preside at all meetings of the membership and the Board and shall perform all other duties pertaining to the office. The President shall endeavor to represent SDCT at all club activities. When the President is not available, the Vice President shall endeavor to represent SDCT.

### **Section 2 DUTIES OF THE VICE PRESIDENT**

In the absence of the President, the Vice-President shall perform the duties pertaining to that office. The Vice President shall serve as the chairperson of the SDCT By-Laws Committee, when convened by the Board, and the chairperson of the SDCT Election Committee.

### **Section 3 DUTIES OF THE OFFICER AT LARGE**

The Officer at Large shall act as an advisor to both the President and the Board of Directors. The Officer at Large shall have all the rights and privileges of an Officer of the Board. In the event that either the President and the Vice President are unable to fulfill their duties, the Officer at Large will assume their duties and responsibilities. The Officer at large will also act as SDCT Parliamentarian and Sergeant at Arms.

### **Section 4 DUTIES OF THE SECRETARY**

The Secretary shall endeavor to attend all meetings of the membership and the Board and shall record all minutes. The Secretary shall keep Membership Meeting attendance records. The Secretary shall give notice of all meetings of members required by the By-Laws and shall perform all duties incident to this office, required by law or by a majority vote of the Board. The Secretary shall have the responsibility for the SDCT records. In the absence of the Secretary from any of the said meetings, the presiding officer shall choose a Secretary pro-tem.

### **Section 5 DUTIES OF THE TREASURER**

The Treasurer shall, subject to such conditions and restrictions as may be made by the Board, have custody of all moneys, debts, and obligations belonging to SDCT. The Treasurer shall make all payments of SDCT debts upon approval of the Board. The Treasurer, or the President or Vice-President shall sign all contracts, checks, drafts, note or other orders for payment of money in the name of SDCT. The Treasurer shall give bond, at SDCT expense, if required by the Board. The Treasurer shall give a report on the financial status of SDCT at the Annual Meeting and monthly meetings, and if so requested at any other meeting of the Board. The Treasurer without the specific approval of the Board shall incur no obligation, debt or other liability. The Treasurer shall complete and file the Annual Report required by the Arizona Corporation Commission.

## **Section 7 DUTIES OF THE MEMBERSHIP DIRECTOR**

The Membership Director shall serve as the Chairperson of the Membership Committee. The Membership Director shall maintain a list of guests attending the Membership Meeting. The Membership Director shall provide membership information to prospective members, maintain current dated membership roster, and provide a report to the Board and Membership on the state of SDCT membership.

## **Section 8 DUTIES OF THE ACTIVITIES DIRECTOR**

The Activities Director shall serve as the Chairperson of the Activities Committee. The Activities Director shall keep the Board and Membership informed as to activities and functions of SDCT and any other events or functions that would be of interest to the general membership of SDCT. The Activities Director shall submit proposals for SDCT activities and/or functions to the Board, and shall coordinate the social functions and activities and coordinate open and closed events within SDCT and with other Corvette clubs. The Activities Director shall maintain an event calendar of local and regional Corvette activities and other events of potential interest to the members. The Activities Director shall provide an event packet to all event chairpersons prior to scheduled event including at a minimum a sign-in sheet and release form as appropriate; the packet may also include other items such as an event budget sheet, information sheet for attendees and public announcement flyers for the event.

## **Section 9 DUTIES OF THE COMMUNICATIONS/PUBLIC RELATIONS DIRECTOR**

The Communications/Public Relations Director shall insure timely and accurate official communications relevant to the promotion of SDCT and its activities. The Communications Director shall oversee and ensure that SDCT web site is current, accurate, and accessible to all current and future club members of SDCT. This includes helping new and current members gain access to the SDCT web site. The Communications Director shall appoint, subject to approval by the Board of Directors, a Webmaster, who will be responsible for the maintenance and day to day operation of the SDCT web site and for making any changes to the web site that have been approved by the Board. Board approval is required for the removal of the Webmaster from the position. The Communications Director shall perform in the interests of the club as the primary interface and liaison to all activities related to public relations to outside vendors or individuals that provide goods or services to SDCT. This includes writing thank you letters to individuals or corporations, Corvette related articles for publication locally or nationally, and other communications documents necessary to support SDCT.

## **Section 10 DUTIES OF THE NATIONAL CORVETTE MUSEUM (NCM) AMBASSADOR**

The NCM Ambassador shall perform in the interests of the club as the primary interface and liaison to the NCM and be responsible for ensuring the club is represented at the National Corvette Museum. The Ambassador shall ensure the club is listed on the NCM club-listing site and the Ambassador is listed on the NCM Ambassador website. Keep the Board and the membership informed concerning NCM matters and events, and advise prospective members as to the opportunities with, purpose and direction of the NCM. The Ambassador shall encourage and promote NCM memberships, gift opportunities, NCM brick purchases, NCM raffle ticket sales, and shopping at the NCM store. The Ambassador shall encourage club membership in the NCM and coordinate NCM merchandise availability for club events when directed by the Board of Directors.



## **Article VI**

### **Section 1 APPOINTMENT OF AD HOC COMMITTEES**

The Board will solicit volunteers from the Membership to serve on committees from time to time. The Board shall outline their duties, responsibilities, and duration of task. The Board shall appoint the Chairperson of the committee. The Chairperson shall notify members of their selection for the appointed task. The committee Chair shall report status, progress, recommendations and previously authorized actions to the Board at the next scheduled Board meeting.

### **Section 2 COMMITTEES**

All minutes, reports or actions taken by a committee must be voted and approved by a quorum of the entire committee. Minutes of the committee meeting(s) shall be recorded and submitted to the Board. The Chairperson of the committee shall be responsible to the Board. The committee chair shall endeavor to attend all relevant meetings.

## **Article VII**

### **Section 1 FISCAL YEAR**

The fiscal year of SDCT shall be from January 1<sup>st</sup> to December 31<sup>st</sup>.

### **Section 2 EXPENDITURES**

- X** The Board shall have the authority to spend up to five hundred dollars (\$500.00) without consent of the membership. All other disbursements shall be submitted to the membership for approval. SDCT members must get Board approval prior to spending SDCT monies for events, socials or other SDCT happenings.

## **Article VIII**

### **Section 1 PERSONAL LIABILITY**

All person(s) or corporations extending credit to, contracting with or having any claim against SDCT or its Board, shall look only to the funds and property of SDCT for payment of such contract or claim or for payment of any debt, damage judgement or decree, or any other money that may otherwise become due or payable to them from the corporation or Board, so that neither the members of SDCT, the Board, present or future, shall be held liable personally therefore.

## **Article IX**

### **Section 1 RATIFICATION AND AMENDMENTS**

- A. These By-Laws shall become effective when ratified by an affirmative vote of the membership per Article III.7.D.
- B. Any member of SDCT may propose language to change the By-Laws, and accept appointment to the By-Laws committee. Members will forward their suggested change in writing to the presiding officer. The presiding officer will place the suggested change on the agenda for the next scheduled Board meeting. If the Board rejects the proposal, the presiding officer will advise the member of that decision and the reason.
- C. If the Board agrees that the proposed change is valid, the Vice President will convene a By-Laws Committee pursuant to Article VI to refine the proposal and return a final draft to the Board. The Board will review the work of the By-Laws Committee and submit the proposed change to the membership for review and comment. The final draft By-Law document will be submitted for approval by the Membership pursuant to Article III.7.D.
- D. Revisions to the By-Laws are to be collected and submitted to the Membership at the discretion of the Board.

## **Article X**

### **Section 1 IMPEACHMENT PROCESS**

The only acceptable grounds for a motion toward impeachment shall be a violation of the SDCT By-Laws as they now stand or as they may be revised or amended in the future. Such violation may be explicit or a violation of principles or intent. All elected or appointed members are obligated to conform to these By-Laws and as such are therefore subject to a charge of violation and a motion for impeachment.

Any active member may call for a motion to impeach at any general membership meeting. In that motion the member must specify the elected or appointed member(s) against whom the charges are being made and what specific article, section, and subsection He/She believes have been violated. The member making such a motion must provide a specific description of the incident(s) that have precipitated these charges and the impeachment motion being placed.

After a motion to impeach has been placed, the charges read aloud and a description of the incident verbally provided to the general membership present, the motion must be ratified. Not less than five active members in

addition to the member who placed the original motion must ratify such a motion. If five active members have not supported the motion the motion shall be denied and no mention shall be included in any official records including the general membership meeting minutes.

If five active members have shown support for the motion to impeach, the motion shall be considered as sanctioned and recorded in the official records including the general membership meeting minutes. A written copy of any and all charges must be presented to the Secretary and the elected or appointed member(s) against whom the charges are placed at the general membership meeting where the impeachment motion was made. If the elected or appointed member is not present at the general membership meeting, the Secretary shall mail a copy of the charges to them. Five additional copies of the charges must be provided for the members of the Impeachment Board. The elected or appointed member(s) being charged may resign; however, the Impeachment Board will still meet and arrive at a decision.

The Board of Directors will select the Impeachment Board consisting of five (5) active members. Elected or appointed member(s) against whom the impeachment charges are placed may not participate in this selection process. None of the Impeachment Board shall be any of the minimum of five (5) who ratified and sanctioned the original motion. None of the Impeachment Board members may be related to the elected or appointed member(s) being charged or placing the charges. None of the Board of Directors may participate on the Impeachment Board. No active member if selected and found to be mutually agreeable may refuse service on the Impeachment Board. Each member of the Impeachment Board will have equal authority. The Impeachment Board shall schedule their meeting no later than two calendar weeks from the date of their selection by the Board of Directors. The elected or appointed member(s) being charged will be allowed a reasonable period of time, not to exceed the scheduled date of the Impeachment Board meeting, to gather and prepare any information prior to the meeting of the Impeachment Board.

The Impeachment Board shall be a closed meeting and not be open to the general membership. Present at this meeting will be the (5) members of the Impeachment Board, the elected or appointed member(s) being charged, the member placing these charges, a written copy of the charges and a copy of the SDCT By-Laws as amended and/or revised at that time. Present also at this meeting will be any active member(s) who can provide information regarding the incident as required by either the elected or the appointed member(s) being charged or by the member placing the motion. One member of the Impeachment Board shall read aloud each of the written charges.

The members of the Impeachment Board will then review the article, section and sub-section(s) of the By-Laws that the elected or appointed member(s) have been charged with violating. The Impeachment Board will then determine if the letter of the By-Laws or the intent of the By-Laws has been violated by the actions taken as stated in the written charges. If the Impeachment Board determines that in their opinion neither the letter of, nor the intention of the By-Laws has been breached that charge will be so noted and removed from any further action. If the Impeachment Board determines that there has been a violation they may then question the elected or appointed member(s) as to the cause of or reason for this violation. To this end, the elected or appointed member(s) under investigation may provide any documentation or may provide testimony of any active member of SDCT on his/her behalf. In like manner the active member who placed the motion may present documentation or testimony him/herself or from any other active member of SDCT.

After considering the arguments brought forth on both sides, the Impeachment Board shall determine whether the reason or cause for the violation was in their opinion justified. If the Impeachment Board determines that the elected or appointed member(s) in question acted, although in violation of SDCT By-Laws, in the best interest of the majority of the general membership within the given circumstances, the Impeachment Board shall

have the right to dismiss that charge. Each of the individual charges will be reviewed in this manner. After reviewing all charge, the Impeachment Board will determine if there are grounds for an impeachment vote. In their review they may determine that the violation(s) was not of a significant enough nature to warrant a general impeachment vote. In such a case the Impeachment Board will prepare a statement of official reprimand which will be read aloud at the next general membership meeting and the motion toward impeachment shall be considered satisfied. However, the elected or appointed member(s) shall retain his/her office and all rights and privileges normally associated there to.

If the Impeachment Board determines that based upon the specific circumstances the grounds for impeachment are not valid; they will prepare a statement of official apology to the elected or appointed member(s) against whom the impeachment motion was made. The Impeachment Board will read the statement aloud at the next general business meeting and the impeachment motion shall be considered unfounded.

If the Impeachment Board finds that the charges as they appear are indeed valid and are in violation of SDCT By-Laws and are in their determination without justifiable cause for said violation, the Impeachment Board will prepare a statement to be read aloud at the next general business meeting in which shall be, in their own words, the charges placed, the articles, sections, subsections of SDCT By-Laws which have been violated, and any comment or recommendations they may wish to include. In such a case, the Impeachment Board will notify the Secretary to prepare impeachment ballots and to have these ready for the next general business meeting.

Should the Impeachment Board find the charges placed do indeed have a valid basis, the elected or appointed member(s) charged will have from that point forward, any and all rights normally associated with his/her office suspended. Impeachment Board findings will be final and binding.

At the next monthly general business meeting the members of the Impeachment Board will as the first order of business, read their prepared statement. After the statement has been read members of the Impeachment Board will answer any questions from any active member pertaining to the material covered in their statement. Questions will be limited only to the material as contained in the statement and will not be an open discussion. No questions shall be asked of or by the elected or appointed member(s) against whom the motion was placed. Nor will any questions be asked of or by the member placing the motion. All questions shall be directed to and answered solely by the members of the Impeachment Board. The members of the Impeachment Board shall not be required to justify their decisions. After a reasonable period for any questions, not to exceed 30 minutes, the Impeachment Board will instruct the Secretary to issue the ballots for the impeachment vote. These ballots are to be issued to active members only and will allow active members to vote for or against impeachment. Should any ballot appear to contain more than one of these two options that ballot would not be included in any count. Any ballot returned which has neither of these two options indicated will not be included in the count. One of the members of the Impeachment Board will collect the ballots. The ballots will then be tallied into one of two categories as follows: for impeachment, or against impeachment. For either outcome, the result of the count of votes on the motion for impeachment shall be entered into the official records. The Impeachment Board will count the total number of votes cast and if 51 percent or higher of these votes are for impeachment then the motion shall be carried.

No individual shall lose any rights and/or privileges that are accorded to any active member as a result of being removed from an elected or appointed position. If the elected or appointed member(s) impeached was the President, the Vice-President must assume that position. Prior to the next general membership meeting the Board of Directors may at its option appoint a suitable replacement for the vacated position or at its option determine that a new election be held to provide a replacement for the vacated position. This replacement must be approved by a quorum of the general membership.

## **Article XI**

### **Section 1 OTHER MATTERS**

Any circumstance not covered by SDCT By-Laws or NCCC By-Laws may utilize the latest edition of Roberts Rules of Order as a reference guide. The member(s) citing Roberts Rules of Order shall make written submission to the SDCT Secretary including references to the applicable section of Robert's Rules of Order for the circumstance. The SDCT Board shall make the final determination as to the applicability of the Roberts Rules of Order for the circumstance.

### **Section 2 PROCEDURES MANUAL**

The purpose of the Procedures Manual (PM) is to provide guidance and clarity to the members of SDCT as they participate in the activities and the governance of the organization. It is intended as a quick reference "how to" source of current and reliable information.

The information provided in the PM is consistent with the Articles of Incorporation and the By-Laws of SDCT. The Glossary contains definition of terms and processes utilized in all SDCT governing documents. Additions, deletions, and modifications to the PM are processed through the Board.

## **Article XII**

### **Section 1 DISSOLUTION**

The By-laws stated in this document require that a Board of Directors must be elected to oversee the Club's functions. Without a BOD the Club cannot continue to operate. The SDCT BOD consists of four Officers (President, Vice President, Secretary and Treasurer) and five Directors. The members who fill these positions are elected from the General Membership. Only the four Officers are required to be elected. In the event of a vacancy of one or more of the Director positions, the President has the responsibility to appoint a qualified member to fill that position. In the event of the membership not being able to put forward the minimum of four members to fill the Officer positions and if five members refuse the Director's position for the following year, the current BOD must vote to invoke this Article XII Dissolution, to decide whether to formally dissolve the Club. If the BOD does vote to dissolve the Club, the membership will also be asked to participate in a special election to decide whether to dissolve or to keep the SDCT a functioning organization. A positive vote of two-thirds of the members who voted in the last election is required to approve the Dissolution of the Club.

**END OF BY-LAWS**