

**2022 Amended and Restated Bylaws
Stuart Corvette Club, Inc.**

Glossary

Club – shall mean the Stuart Corvette Club, unless otherwise indicated

Board- shall mean the Board of Directors of the Stuart Corvette Club, unless otherwise indicated

Director – shall mean a member of the Board of Directors, unless otherwise indicated

Majority Vote – shall mean 51% of the Board Members at a legally constituted Board meeting where the quorum has been met.

Majority – shall mean 50% plus one of the Directors, unless otherwise indicated.

ARTICLE 1

Name and Purpose

Section 1.1: Name. The name of the Corporation is the Stuart Corvette Club, Inc., hereafter the “Club”. The principal address of the Corporation shall be located at P.O. 9074, Port St. Lucie FL 34985 or as may change from time to time, and also shall be the address of the current Registered Agent.

Meetings of Members and Directors may be held at such places within the State of Florida, Counties of Martin or St. Lucie, as may be designated by the Board of Directors (the “Board”).

Section 1.2: Nonprofit Status. The Corporation is organized as a nonprofit Corporation under the Florida Not for Profit Corporation Act.

Section 1.3: Purposes. The purposes for which the Corporation is organized, some of which are as stated in its Articles of Incorporation, are as follows: • To promote the enjoyment of Corvette ownership through meetings, fellowship, discounts, outings, exchange of ideas, and the building of lasting friendships. • To establish and maintain positive community relations and involvement between Members and the community at large. • To provide service to the community in both volunteer service as well as financial assistance.

ARTICLE II

Membership

Section 2.1: Membership – Membership shall be open to all persons regardless of race, color, creed, religion, or national origin and who have tendered annual dues payment as in Section 2.3 of this Article. Note: Corvette ownership is not necessarily a requirement to be a Member – see Section 2.2

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- Members will receive a current Membership card.
- A Membership shall be entitled to no more than one vote on matters requiring Members voting.

There are two types of Members in the Stuart Corvette Club: Active Members and Associate Members.

Section 2.2: Active Members – An Active Member is required to either own or lease a Corvette in their name.

Section 2.3: Associate Members – An Associate Member shall not require a Corvette titled in their name. An Associate Member may be an individual or a Corvette-related business. The Board reserves the right in advance to approve or disapprove Associate Membership. An Associate Member shall have no voting rights in any matter, but shall pay the same dues as a regular Member, but shall not be eligible to run for or be elected to the Board.

Section 2.4: No Obligation to Accept a Member - The Club shall not be obligated to accept the application of any prospective Member, new or renewal. If after discussion by the Board of Directors at a regular or special meeting of the Board of Directors results in the decision not to accept a new or renewing Member the individual shall be notified in writing.

Section 2.5: Dues – All membership dues, which may be amended from time to time, are due on July 1st of each year. Members with dues not received by July 31st will not be considered Members. Dues will be prorated for new Members on a semi-annual basis after July 1 as follows:

<u>Period</u>	<u>Percent of Annual Dues Due</u>	<u>Amount</u>
July 1 – June 30	100%	\$50
January 1 – June 30	50%	\$25

Section 2.6: Modification of Dues Amount - The amount of the dues may be subject to change by a majority vote of the Board of Directors, from time to time.

Section 2.7: Returning Prior Member - A Member who shall have been a Member in the past and has either resigned or allowed their dues to lapse, regardless of time away from the Club, and elects to rejoin the Club will be charged the full annual dues

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regardless of the month in which they rejoin the Club. The former member's membership number will be reassigned and for a returning Member a new number will be assigned.

Section 2.8: Termination of Membership – Voluntary or Involuntary

- Any Member may resign from the Club upon written request to the Board;
- Any Member shall be removed by the Board for the nonpayment of dues after ninety (90) days from the due date unless otherwise extended, for a good cause (good cause to be determined by a majority vote of the Board),

- Any Member may be expelled by the two-thirds vote of the Board at a regular scheduled meeting thereof for:
 - If any member, be they regular or associate member, use the membership list in any of the following manners:
 - Solicitation of club members for personal or business gain without the express written permission of the Board of the Stuart Corvette Club, or,
 - As a resource to create a forum in which to complain about club policy, or,
 - In order to create or promote dissension, or,
 - To criticize directors, officers or members of the Stuart Corvette Club, or,
 - Create divisiveness in the club.
 - Conduct unbecoming a member or prejudicial to the aim or reputation of the Stuart Corvette Club;
 - Violation of the Articles of Incorporation or the Bylaws;
 - In the event a Member is expelled by the Club there shall be no obligation to refund any dues to the affected former Member.

Said expulsion shall occur after notice and opportunity for a hearing has been afforded the member complained against.

Section 2.9: Annual Meeting of the Members – In June the Corporation shall have an Annual Meeting for the purposes of electing or re-electing Directors. In addition, the Board shall conduct any other business matters which should come to the attention of the Members.

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**ARTICLE III
Board of Directors**

Section 3.1: General Powers – The Board of Directors shall exercise all corporate powers and conduct, manage, and control the property and affairs of the Corporation

Section 3.2: Size of Board and Make-up – The Board shall consist of a minimum of nine (9) persons and a maximum of seventeen (17). The President, Vice President, Secretary and Treasurer are the officers of the Club and are described and elected as per Article V, Section 5.2.

Section 3.3: Number and Term – The term of Membership on the Board shall be limited to no more than two (2) years. There shall not be a limit to the number of terms a Board Member may serve. Each year at the scheduled June Annual Meeting, the required number of Directors will be determined to be elected to fill any vacant positions or re-elected as the case might be. The duties and responsibilities of this newly elected Board shall begin on July 1st.

Section 3.4: Eligibility – To be eligible to run for a Board seat position, you must be an Active Member. The definition of an Active Member as in Article 2.2 and in addition: Club Membership for the entire previous six (6) months and attended at least three (3) events during that time and helped with, planned and/or executed a minimum of one (1) event.

If an Active Member who is Director changes their status and becomes an Associate Member that Director will relinquish their position as Director at the next Board Meeting after their status changes.

To the extent they return to be an Active Member and assuming their eligibility continues, they shall become eligible to be nominated to be a Director.

Section 3.5: Board Vacancy – The Board shall have the power to fill any vacancy on the Board caused by resignation, removal or death. A replacement Director may be selected by the Board and shall be appointed to fill the unexpired portion of the term of the prior Director, either at a regularly scheduled Board Meeting or a Special Board Meeting.

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Section 3.6 – No Write-Ins – there shall be no provision for writing in a nominee on an election ballot and, if this shall occur, the write-in vote shall not be counted.

Section 3.7: Removal of Directors - A Director, who fails to attend two (2) consecutive Board meetings without notifying another Director, may have their office declared vacant by the Majority vote of the Board.

Any Director may be removed by the Board whenever two-thirds (2/3) majority of the Board determines that:

- The best interests of the Corporation would be served thereby or,

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- For conduct unbecoming a Director of this Corporation and/or whose actions or activities are deemed detrimental to serving any purpose or purposes of the Corporation; but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

A request for the removal of any Director must be made by at least two Members of the Board to initiate the discussion regarding this possible action.

Section 3.8: Chairperson. The President of the Corporation shall serve as the Chairperson of the Board of Directors and shall preside at all meetings of the Board of Directors and perform such other duties as may be directed by the Board.

Section 3.9: No Compensation. The Club shall not compensate Directors for their services, as such.

**ARTICLE IV
Meetings of Directors**

Section 4.1: Place of Meetings. All meetings of the Board shall be held at such place as the Board may determine.

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Section 4.2: Annual Meeting. The Annual Meeting of the Board for the election of officers and for the transaction of other business shall normally be held at the first Board meeting in July of the new Fiscal Year on a date and time and place as shall be determined by the Board, unless the Board shall schedule election of officers at a different time.

Section 4.3: Regular Meetings. Regular meetings of the Board shall be held on the third Saturday of every odd numbered month during the year to hear proposals, review issues, and make decisions concerning management of the Corporation and/or at such other times as the Board may determine based on restaurant or meeting facility availability.

All Board meetings shall be open to any and all Members based on restaurant capacity restrictions.

The President must be informed in advance of any non-Club Members who will be attending a Board meeting, and, shall inform the Directors before the meeting begins.

Section 4.4: Special meetings. of the Board may be called by or at the request of the President or any two (2) Directors. Such meetings must be held within Martin or St. Lucie County, Florida, and may not necessarily be open to other Club Members at the sole discretion of the Board.

Section 4.5: Regular meetings. of the Board may be held without notice if the meeting place previously has been determined. The person or persons calling a Special Meeting of the Board shall, at least seven (7) days before the meeting, give notice thereof by any usual means of communication and such notice must specify the purpose for which the meeting is being called.

Section 4.6: Waiver of Notice. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where 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.

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Section 4.7: Quorum and Voting. A majority of the total number of Directors determined pursuant to Article III, Section 3.2 shall constitute a quorum for the transaction of business at any meeting of the Board. Unless indicated elsewhere, all action of the Board shall require that a majority of Board Members be in agreement with any duly presented and seconded motion.

A member of the Board may participate in a meeting by conference telephone or similar communications equipment or by other technology, such as, but not limited to: Skype, FaceTime, Google Hangouts or future technology as long as all persons participating in the meeting can hear one another.

Participation in a meeting in this manner constitutes presence in person at the meeting.

Section 4.8: Manner of Acting. Except as otherwise provided in these Bylaws, the act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 4.9: Action Without a Meeting Action taken by a majority of the Directors without a meeting is nevertheless Board action if written consent to the action in question is signed by all the Directors and filed with the minutes of the proceedings of the Board, whether done before or after the action so taken.

A completed Record of Action which records an action taken without a face to face meeting the action as above and shall be filed in the Board Meeting Minute Book of the proceedings and shall have the same effect as a vote for all purposes.

**ARTICLE V
Number and Duties of the Officers**

Section 5.1: Number. The officers of the Corporation shall consist of a President, a Vice President, a Secretary, a Treasurer, Immediate Past President and such assistant secretaries, treasurers and other officers as the Board may from time to time elect. No more than one (1) of the four (4) principal offices may be held by the same person.

Section 5.2: Election and Term. The officers of the Corporation shall be elected by the Board at the first regularly scheduled meeting of each new Fiscal Year. Nominations for officers will come from the floor and the nominee must agree to be nominated.

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All nominees for the four (4) principal offices must be Directors. All officers shall hold office until the next Annual Meeting.

In the event of an officer's resignation, removal, or death the vacant officer position shall be filled at the next regular Board meeting.

Section 5.3: Removal. Any officer or agent elected or appointed by the Board may be removed by the Board whenever a two-thirds (2/3) majority of the Board determines that the best interests of the Corporation would be served thereby or for conduct unbecoming a Member of this Corporation and/or whose actions or activities are deemed detrimental to serving any purpose or purposes of the Corporation; but such removal shall be without prejudice to the contract rights, if any, of the person so removed. A request for the removal of any officer or agent shall be made by at least two Members of the Board to initiate the action.

Section 5.4: President. The President shall be the chief executive officer of the Corporation and, subject to the control of the Board, shall supervise and control the management of the Corporation in accordance with these Bylaws.

The President shall sign, with any other proper officer, any deeds, leases, mortgages, bonds, contracts, or other instruments which may be lawfully executed on behalf of the Corporation, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be delegated by the Board of Directors to some other officer or agent and, in general, the President and such other as may be prescribed by the Board from time to time.

Section 5.5: Vice President. The Vice President, unless otherwise determined by the Board of Directors, shall, in the absence or disability of the President, perform the duties and exercise the powers of that office.

The Vice President shall also be the liaison for the Board with those responsible for scheduling the various social activities of the Club and shall report to the Board as required re same from time to time regarding these social activities.

In addition, the Vice President shall also assist the President and perform such other duties and exercise such other powers, as the Board of Directors shall prescribe.

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Section 5.6: Secretary. The Secretary shall: (a) keep accurate records of the acts and proceedings of all meetings (minutes) of the Board of Directors and of the Executive Committee; (b) give all notices required by laws and by these Bylaws; (c) have general charge of the corporate books and records and of the corporate seal, (d) sign such instruments as may require such signature; (e) cause such corporate reports as may be required by state law to be prepared and filed in a timely manner; and, (f) in general, perform all duties incident to the office of Secretary and such other duties as may be assigned from time to time by the President or the Board.

Section 5.7: Treasurer. The Treasurer shall:

(a) Have custody of all funds and securities belonging to the Corporation and receive, deposit or disburse the same under the direction of the Board;

(b) Keep full and accurate accounts of the finances of the Corporation in books especially provided for that purpose;

(c) Cause such returns, reports and/or schedules as may be required by the Internal Revenue Service and the state or county taxing authorities to be prepared and filed in a timely manner.

(d) Shall report the condition of the treasury at the bi-monthly Board meetings; and to the Corporation annually, and submit the books and records to the Board whenever requested by the Board.

Section 5.8: Assistant Secretaries and/or Assistant Treasurers. The Directors at their discretion may, from time to time, name Directors to be Assistant Secretaries and/or Assistant Treasurers. The term of these offices shall be in synch with normal officer terms.

**ARTICLE VI
Committees**

Committees shall be formed on a voluntary basis from the general Membership as a need arises. The President shall appoint a committee head who will be responsible to the Board. All committees will have at least one Board Member who shall act as a liaison representing the Board.

Section 6.1: Nominating Committee. The Nominating Committee shall consist of at

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least two (2) Members of the Board of Directors and two (2) other Club Members, to be appointed by the President not less than ninety (90) days prior to the Annual Meeting each year and shall serve for no less than a period of twelve (12) months. The President shall serve as an ex officio Member of the Nominating Committee.

The Nominating Committee will recruit and recommend prospective Directors who will be effective and will help compose a balanced Board. The Nominating Committee shall present a slate of prospective Directors for election at the Annual Meeting to the board at the May Board Meeting.

Section 6.2: Executive Committee. The Executive Committee shall consist of the four principal elected officers of the corporation and may include one additional director, who shall be appointed by the President and ratified by the Board of Directors, to serve in such capacity until the next Annual Meeting of the Board of Directors.

The Executive Committee may include other directors at the discretion of the President who shall communicate such appointments to the Board. The Executive Committee shall perform the functions of the Board of Directors in the routine management of the affairs of the Corporation.

All actions taken by the Executive Committee shall be presented to the Board of Directors at its next meeting for review and approval. The designation of the Executive Committee or any other committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility or liability imposed upon it or them by law.

If any action taken by the Executive Committee is not thereafter formally considered by the Board of Directors, a director may dissent from such action by filing a written objection with the Secretary of the Corporation with reasonable promptness after learning of such action.

Section 6.3: Finance Committee – The Finance Committee shall consist of at least five (5) Directors, one of whom shall be the Treasurer. The roles of the Finance Committee shall be as follows:

- (a) Review of the financial condition of the Corporation, and,
- (b) Preparation of an annual budget for presentation to the Board for approval no later than the July May Board meeting for the following Fiscal Year, unless other dates are

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established by Board action, and,

(c) Any other financial reviews or projects as directed by the Board.

Section 6.4: Welcoming Committee – The Corporation shall create and maintain a Welcoming Committee, which shall be composed of Club Members and shall reach out to all new Club Members at functions after joining.

Section 6.5: Car Show Committee – There shall be a Car Show Committee which will bear the responsibility for organizing, staffing and running the Club’s two annual car shows, namely, Toys for Tots and the Stuart Corvette Club Cruise-in.

Section 6.6: Bylaws Review Committee - This Committee shall be composed of at least four (4) current board Members and at least one officer. The Bylaws Review Committee will make their recommendations to the Board at a regularly scheduled or special Board meeting for the approval of the Majority of the Board, a majority vote of those Directors serving at the time of amending shall be required to amend these Bylaws.

**ARTICLE VII
Contracts, Loans, Checks, Deposits and Investments**

Section 7.1: Contracts. Consistent with the purposes of the Corporation as contained in its Articles of Incorporation (see Section 1.3 of these Bylaws), the Board of Directors shall authorize any officer or officers, agent or agents, to enter into any contract or lease, or execute and deliver any instrument on behalf of the Corporation, and such authority may be general or confirmed to specific instances.

Section 7.2: Delegation of Authority. With regard to committing or obligating the Corporation, no officer shall have the authority to commit the Corporation for any transaction exceeding \$250 without the approval signature of another officer. To the extent the commitment may exceed \$500; the Board must approve the commitment in advance.

Section 7.3: Loans. No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board.

Such resolution shall require a two-thirds (2/3) majority of the Board at a regular or special meeting.

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Such authority may be general or specific in nature or scope.

Section 7.4: Checks and Drafts. All checks, drafts or other orders for the payment of money issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board; provided, that any checks, drafts or other orders for payment of amounts in excess of One thousand Dollars (\$1,000.00) shall require two authorized signatures.

Section 7.5: Deposits. All funds of the Corporation not otherwise employed shall be deposited in a timely manner to the credit of the Corporation in such depositories, as the Board shall direct.

Investments - The Corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board without being restricted to the type of investments other than as follows:

Generally speaking, the investments will be made in the following, but not limited to, types of investments:

- Interest bearing checking or savings accounts held by an FDIC insured financial institution.
- Certificates of Deposits (CDs) issued by an FDIC insured financial institution.
- Money market accounts held in reputable brokerage accounts as recommended by a property manager, and approved by the Budget & Finance Committee after proper review.
- Any investment to be made in an investment type not included above requires the unanimous approval of the Board.

**ARTICLE VIII
General Provisions**

Section 8.1: Amendments. Every organization has the responsibility to assure that By-Laws are correct and reflect the purpose and objectives of the organization.

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Accordingly, the Club will create a Bylaws Review Committee at least every three years or sooner as directed by the Board of Directors.

After approval at the earliest opportunity, the Board will notify all Members of any significant changes at the June Election Meeting or at a special meeting.

Notice of amendments to the Bylaws shall be given to the Membership in writing or posted on the club's website at the option of the Board, at least seven (7) days in advance of the meeting where significant changes will be presented. Section 8.2: Fiscal Year. The fiscal year of the Corporation shall begin July 1 and shall end on the 30th of June of following year.

Section 8.3: Financial Reports. The books of the Corporation shall be closed as of the end of each fiscal year and financial statements shall be prepared and submitted to the Board of Directors by the July Board Meeting. (See Section 5.7 regarding duties of the Treasurer.)

At the discretion of the Board of Directors, the Corporation may engage an independent public accountant to audit or review the financial statements.

Section 8.4: Forbidden Activities. The Corporation is organized as a Florida Not for Profit Corporation exclusively for charitable, religious, education and scientific purposes within the meaning of Section 501 (c) of the Internal Revenue Code of 1986, as amended.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its Members, trustees, Directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

Anything contained in these Amended Bylaws to the contrary notwithstanding, the Corporation shall not carry on or otherwise engage in any activities not permitted to be carried on or engaged in: (i) a Corporation exempt from federal income tax under

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Section 501 (c) of the Internal Revenue Code of 1986, as amended, or any corresponding section of any future tax code; (ii) a Corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1986, as amended, or any corresponding section of any future tax code; or, (iii) a Corporation organized and existing under the Florida Not for Profit Corporation Act.

Section 8.5: Indemnification. Any person who at any time serves or has served as a Director, officer, or agent of the Corporation, or in such capacity at the request of the Corporation for any other Corporation, partnership, joint venture, trust or other enterprise, shall have a right to be indemnified by the Corporation to the fullest extent permitted by law against: (a) reasonable expenses, including attorneys' fees, actually and necessarily incurred by him/her in connection with any threatened or pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, and whether or not brought by or on behalf of the Corporation, seeking to hold him/her liable by reason of the fact that the individual was acting in such capacity; and, (b) reasonable payments made by him in satisfaction of any judgment, money decree, fine, penalty, or settlement for which he may become liable in any such action, suit or proceeding.

The Board of Directors of the Corporation shall take all such action as may be necessary and appropriate to authorize the Corporation to pay the indemnification required by this Bylaw, including without limitation, to the extent needed, making a good faith evaluation of the manner in which this claimant for indemnity acted and of the reasonable amount of indemnity due.

Any person who at any time after the adoption or amendment of these Bylaws serves or has served in any of the aforesaid capacities for or on behalf of the Corporation shall be deemed to be doing or to have done so in reliance upon, and as consideration from the right of indemnification provided herein. Such right shall inure to the benefit of the legal representatives of any such person and shall not be exclusive of any other rights to which such person may be entitled apart from the provision of these Bylaws.

Nothing shall limit the authority of the Board of Directors to decide after appropriate analysis and reflection to decide to secure Directors' and Officers' Liability Insurance with appropriate limits to insure the Corporation in the area of indemnification.

Talented Directors and officers are at their best when they can take strategic risks without excessive liability hanging over their heads.

This is the principle which lies at the core of D&O liability insurance.

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D&O insurance does not serve in any way as consent or cover for anyone to engage in acts which they know to be questionable or wrong. Such a misunderstanding should be firmly put to rest at a corporate level before Directors' and officers' liability insurance is ever implemented.

**ARTICLE IX
Dissolution**

A three-quarters (3/4) majority of the Directors then holding office shall be required to adopt a resolution dissolving the Corporation.

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for payment of all liabilities of the Corporation, distribute all assets and proceeds, if any, from selling assets of the Corporation to the National Corvette Museum in Bowling Green KY or an organization, organized and operated exclusively for charitable, education, literary, religious or scientific purposes which are themselves an exempt organization, or organizations under Section 501 (c) of the Internal Revenue code or corresponding provision of any future United States Internal Revenue Law or to the federal government or state government for an exclusive public purpose, as the Board of Directors shall determine.

Prior to dissolving the Corporation, the organization must follow a list of certain required/suggested actions and public notices in accordance with generally accepted requirements for dissolving a corporation including the Florida requirement to file articles of Dissolution.

**ARTICLE X
SEVERABILITY**

Invalidation of any one of these Bylaws by judgment or court order shall in no way affect any other provision which shall remain in full force and effect.

**ARTICLE XI
MISCELLANEOUS**

1. The "official" Club jacket is black with the club logo on the back.
2. Neither the Club name nor the Club logo can be changed without a two-thirds majority vote in person or via proxy of the Membership.

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CERTIFICATION

The undersigned Secretary of the Stuart Corvette Club, Inc. does hereby certify that these Bylaws were duly amended by a resolution of the Board of Directors May 21, 2022.

Original signed
Signed_ p.p. Jerry Petriw. _____ Date _____

Barbara Fisher, Secretary _____ Date _____