

Bylaws
of the
Corvette Club of Michigan

Revised January 26, 2022

Bylaws of the Corvette Club of Michigan

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ARTICLE 1

NAME, PURPOSE, CORPORATE SEAL REGISTERED AGENT AND REGISTERED OFFICE

SECTION 1: INCORPORATION AND NAME

This organization is incorporated as a non-profit corporation in the state of Michigan, and its name shall be **CORVETTE CLUB OF MICHIGAN**, hereinafter referred to as "**THE CLUB**".

SECTION 2: PURPOSE

- a) To promote the sport and pastime of motoring in all its aspects and, in particular, to further the interests of owners and drivers of Corvette cars and of those persons interested in Corvette cars and the general purpose of this organization.
- b) To act as a source of technical information.
- c) To promote and sponsor organize and supervise meetings, socials, and competition events whether motoring or otherwise. To offer trophies or awards for all activities as applicable.
- d) To buy, sell, lease, own, mortgage, encumber and otherwise deal in property, real, personal, and mixed for purposes incidental to the forgoing purposes.

SECTION 3: EMBLEM

THE CLUB emblem shall be of any satisfactory design which may be changed from time to time but shall always contain the inscription "Corvette Club of Michigan" in one form or another. THE CLUB emblem shall be green, white, and black. Current emblem illustration.



SECTION 4: CORPORATE SEAL

The Corporate Seal shall be circular in form and shall be inscribed with the name of THE CLUB and the word MICHIGAN.

SECTION 5: REGISTERED AGENT AND REGISTERED OFFICE

The registered agent and registered office of THE CLUB shall be the person and the place as the Board of Directors may from time to time determine.

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ARTICLE 2

MEMBERSHIP, ORGANIZATION, APPLICATION, DUES, EXPULSION AND RESIGNATION

SECTION 1: ORGANIZATION

THE CLUB organization shall consist of a Board of Directors, elected officers, appointed directors and necessary appointed committees as hereinafter defined.

SECTION 2: MEMBERSHIP

New Master, Spouses, and Companions must also join the National Council of Corvette Clubs (NCCC). THE CLUB will consist of members and associate members meeting the following requirements:

- a) Master Membership in THE CLUB shall be restricted to:
 1. Persons eighteen (18) years of age or older owning or leasing a Corvette.
 2. May sponsor a maximum of 2 individuals for membership in the Club, at any given time, as outlined in Article 2, Section 2, Subtitle (c), i.e., "Associate Membership".
- b) Spouse/Companion Membership shall be restricted to:
 1. Spouse or Companion residing in the same household.
 2. Mother and Father of Master Member will be allowed to join.
 3. Persons eighteen (18) years or older to enjoy voting privileges.
 4. Must join NCCC.
- c) Youth Membership shall be restricted to:
 1. Restricted to daughter, son, daughter-in-law, and son-in-law of Master, Spouse/Companion, or Associate Member.
 2. A person that is up to the age of 21 or up to the age of 25 and a full-time student.
 3. Must be eighteen (18) years of age or older to enjoy voting privileges.
- d) Associate Membership shall be restricted to:
 1. Open to former Club members, individuals sponsored by a Master Member, or persons currently having an NCCC membership with another club.
 2. Persons eighteen (18) years or older to enjoy voting privileges.
 3. Corvette ownership waived in this category.
- e) Honorary Membership:
 1. Honorary membership shall be available to members entering the military service for a period not to exceed four (4) years.
 2. Any other honorary membership will be at the discretion of the Board of Directors.
- f) Membership Renewal:
 1. Members in good standing not owning a Corvette may renew membership each year.

SECTION 3: APPLICATION FOR MEMBERSHIP

Application for Master Membership may be made on a form that may be obtained from the Membership Director or website. Applicants must show their proof of ownership or lease and a valid driver's license to the Membership Director.

Applicants for the Spouse/Companion or Associate Membership must prove eligibility per Article 2, Section 2, Subtitle b or c, whichever is applicable.

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ARTICLE 2 (continued)

MEMBERSHIP, ORGANIZATION, APPLICATION, DUES, EXPULSION AND RESIGNATION (continued)

SECTION 4: DUES

The annual dues for Master Membership will be \$25.00 for non-CCM/NCCC Members and \$15.00 for CCM/NCCC Members. The annual dues for Spouse/Companion or Youth Membership will be \$5.00 for CCM, plus \$10.00 for NCCC for Spouse/Companion over age 18. Dues for Associate Membership will be \$25.00. There will be a \$5.00 initiation fee for a new Master Member or for an Associate Member.

New Master Members and new Spouse/Companion Members must join and maintain membership in NCCC. Once any CCM member joins NCCC, they must maintain a membership in NCCC in order to renew their CCM membership.

The payment of dues to THE CLUB shall cover membership for the calendar year. Renewal dues must be paid before November 1 for the subsequent calendar year. If dues are not paid, membership will terminate on January 1. Any renewals paid on or after November 1 will require payment of the initiation fee for reinstatement.

Master Members, Spouse/Companion Members, Youth Members and Associate Members accepted on or after September 1st will be granted a membership in CCM and NCCC for the remainder of the calendar year and the following calendar year.

Special assessments shall be approved by vote of the members.

SECTION 5: EXPULSION

A member may be suspended by 2/3 vote of the Board of Directors for infraction of THE CLUB rules or other causes for a period to be determined by the Board of Directors.

Any member suspended as provided above may be expelled by the majority vote of 2/3 of the Board of Directors. The vote shall be by secret ballot. Any member so expelled shall have the right to appeal to the membership. Any dues paid to THE CLUB will be forfeited by the expelled member.

SECTION 6: RESIGNATION

Any member may resign by directing a letter of resignation to the Membership Director. The resignation shall be effective upon receipt, provided all indebtedness to THE CLUB is paid. Any dues paid to THE CLUB will be forfeited by the resigning member.

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ARTICLE 3

MEETINGS, QUORUM AND VOTING

SECTION 1: GENERAL MEMBERSHIP MEETINGS

General Membership Meetings will be held the fourth (4th) Wednesday of each month, except December, unless otherwise specified by the Board of Directors, for the reports of the officers and committees and such other business as may be proper.

SECTION 2: BOARD OF DIRECTORS MEETINGS

Meetings of the Board of Directors will be held on the second (2nd) Wednesday of each month unless otherwise specified by the President of the Board of Directors.

SECTION 3: SPECIAL MEETINGS

Special meetings of the members of the Board of Directors may be called by the President of the Board of Directors.

SECTION 4: NOTICES

A written notice of any meeting of the members shall be given by the President, Vice President, or Corresponding Secretary not less than seven (7) days nor more than thirty (30) days before such meetings.

SECTION 5: ORDER OF BUSINESS

All meetings of the members shall be conducted with Robert's Rules of Order as a guideline.

SECTION 6: QUORUM

At all meetings of the members, one-tenth ($\frac{1}{10}$) of the membership in good standing (Total Membership, excluding Honorary members) including a majority ($\frac{1}{2} + 1$) of the Board of Directors shall constitute a quorum.

SECTION 7: VOTING

All action except amendment of the Bylaws shall be by majority vote. Matters requiring vote by mail ballot shall be determined by the Board of Directors, who shall specify a reasonable time limit for return of the ballots. A member may vote by executing a proxy in writing. A proxy shall be valid for one issue. Every proxy shall be revocable in writing at the pleasure of the person executing it.

SECTION 8: ANNUAL CORPORATE MEETING

The January membership meeting shall be designated the Annual Corporate Meeting as defined by the State of Michigan corporation laws.

SECTION 9: BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member or their agent, or attorney for any proper purpose at any reasonable time.

SECTION 10: SUCCESSION OF OFFICERS

When the President is unable to preside, the following succession of officers will preside:

Vice President, Past President, Treasurer, and Corresponding Secretary.

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ARTICLE 4

OFFICERS, BOARD OF DIRECTORS, VACANCY

SECTION 1: OFFICERS

Any officer, committee member, or appointed officer must first be a member or associate member of THE CLUB.

SECTION 2: ELECTED OFFICERS

The elected officers of THE CLUB shall be President, Vice President, Treasurer, Recording Secretary, and Corresponding Secretary. Each shall serve for one (1) year or until a successor is elected.

SECTION 3: REPRESENTATIVES

The elected Representatives shall serve a two (2) year term, a minimum of one, but no more than two to be elected each year.

SECTION 4: APPOINTED OFFICERS

The Directors appointed by the President with the ratification of the present Board of Directors shall be:

1. Public Relations Director
2. Competition Director
3. Program Director
4. Membership Director
5. Points Director
6. Social Media Director
7. Social Director
8. National Council of Corvette Clubs Governor
9. Detroit Council of Sports Car Clubs Representative
10. National Corvette Museum Ambassador
11. Michigan Region Competition Representative

SECTION 5: BOARD OF DIRECTORS

The above-named elected officers and the appointed officers, along with the past president and two (2) elected representatives shall constitute the Board of Directors of THE CLUB. Elected officers may not serve for more than two (2) consecutive terms in the same position.

SECTION 6: INABILITY TO SERVE

In the event any Board Member is unable to serve, their resignation in writing shall be tendered to the President and accepted by the Board of Directors, which will then select a person to fill the vacancy until the next regular election.

1. Any board member missing three (3) consecutive Board Meetings may be replaced at the discretion of the Board of Directors. Any Board Member having not attended at least one third (1/3) of the sum total of all of the competition and social events in any three (3) month period may be replaced at the discretion of the Board of Directors.
2. The Board of Directors may suspend the voting privileges of any board member not meeting the criteria of 6.1 above. The count for a quorum shall be adjusted accordingly.

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ARTICLE 5

ELECTION OF OFFICERS

SECTION 1: NOMINATIONS

Nominations for officers and representatives shall be opened at the September General Membership Meeting. At this time nominations for any office may be made from the floor by any member in good standing, providing they already have the approval of said nominee. Additional nominations will then be made by the Board of Directors at the October Board Meeting and announced by the Recording Secretary at the October Membership Meeting.

SECTION 2: ELECTION CAMPAIGN

The President of THE CLUB shall call a meeting of all the candidates to discuss the campaign guidelines and come to an agreement among all candidates on how the campaign will be run, with no campaigning in THE CLUB publication.

SECTION 3: BALLOTS AND VOTING

The name(s) of a nominee for a given position will appear in the order of their nominations. All resumes shall be limited to 75 words or less. The ballots will be designed in such a manner as to assure that they cannot be easily duplicated. Ballots shall be sent to all eligible voting members at their address on THE CLUB records on or before November 1. Ballots shall be return postmarked on or before November 15 and be opened and counted in a closed meeting by three (3) designated board members. In the event of a tie, a secret ballot vote shall be taken at the next membership meeting. The President shall certify election results. The election will be declared official upon ratification of the majority of newly appointed officers. The President shall retain the ballots until this time. The election results for opposed positions only will be published on the website following the election.

SECTION 4: UNCONTESTED NOMINATIONS

Uncontested nominations will be elected by verbal vote or show of hands at the November Board of Directors or General Membership meeting. The election will be declared official upon ratification of the majority of newly appointed officers.

ARTICLE 6

DUTIES OF THE BOARD OF DIRECTORS

SECTION 1: DUTIES

Members of the Board of Directors shall attend all Board of Directors and Membership meetings and shall determine matters of policy and govern THE CLUB subject to the membership.

SECTION 2: MEETINGS AND ORDER OF BUSINESS

A meeting of the Board of Directors may be called by the President or any member of the Board of Directors. A 2/3 majority of the voting Board Members shall constitute a quorum. Any decision of the Board of Directors must be supported by a majority of members present. All meetings of the Board of Directors shall be conducted with "Robert's Rules of Order" as a guideline. The Social Media Director and National Corvette Museum (NCM) Ambassador (appointed positions) shall be non-voting Board members.

SECTION 3: DECISIONS

Board of Directors decisions shall be made known to the membership of THE CLUB within thirty days.

SECTION 4: EXPENDITURES

The Board of Directors shall approve all operating and non-operating expenditures of THE CLUB. Non-operating expenditures in excess of \$500 require approval of the membership.

ARTICLE 7

REFERENDUM OF BOARD OF DIRECTORS DECISION

SECTION 1: REFERENDUM PROCEDURE

Referendum of action of the Board of Directors may be initiated by any member in good standing at the next regular General Membership meeting following notification of the action in writing to the membership. Upon a motion from the floor, the action in question shall be confirmed or denied by a vote of the membership.

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ARTICLE 8

DUTIES OF THE ELECTED OFFICERS

SECTION 1: PRESIDENT

The President shall preside at all meetings of the members and the Board of Directors and shall conduct those meetings with "Robert's Rules" as a guideline. The President shall manage the affairs of THE CLUB and carry out the decisions of the Board of Directors so far as possible.

The President shall be responsible for THE CLUB property and have the authority to delegate the custody of such property to other elected or appointed officers for use relating to Club activities.

The President shall also be responsible for the filing of the annual incorporation report.

SECTION 2: VICE PRESIDENT

The Vice President, in the absence of the President, shall perform the duties of that office. In the event the Vice President is unable to so serve, the Past President shall preside. The Vice President shall be in charge of proposed revisions of the Bylaws.

SECTION 3: RECORDING SECRETARY

The Recording Secretary shall attend all meetings of the members and the Board of Directors and shall record all minutes and votes in a book kept for that purpose. He/She shall have custody of the Corporate Seal and THE CLUB minutes. He/She shall read to the membership meeting the minutes of the immediate past Board and General Membership meetings. He/She shall be responsible for duties incident to this office as required by law or by vote of the Board of Directors.

In the absence of the Recording Secretary from any meeting a Secretary Pro-tempore shall be chosen by the presiding officer.

SECTION 4: CORRESPONDING SECRETARY

The Corresponding Secretary shall be responsible for all THE CLUB correspondence. He/She shall be required to give notification of Board meetings to the Board Members. He/She shall record the attendance of Board members at Board and Membership meetings. He/She shall send cards to express THE CLUB'S sentiment.

In the absence of the Corresponding Secretary from any meetings, a Secretary Pro-Tempore shall be chosen by the presiding officer.

SECTION 5: TREASURER

The Treasurer shall, subject to conditions and restrictions as may be made by the Board of Directors, receive moneys of THE CLUB and make payments of CLUB debts. The Treasurer shall give a report on the financial status of THE CLUB at the General Membership meetings and, if requested, at any other meeting of the Board of Directors. No obligation, debts of other liability shall be incurred by the Treasurer, without the specific prior approval of the Board.

The previous year's Treasurer shall be responsible for giving a year-end financial report at the January membership meeting.

SECTION 6: REPRESENTATIVES

The Representatives shall represent individual members and THE CLUB membership at the Board of Directors meetings. They shall also represent the Board of Directors to the membership. They shall be responsible for tasks and special projects assigned by the President, which are beyond the scope of responsibilities of the officers and committees.

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ARTICLE 9

DUTIES OF APPOINTED OFFICERS AND DIRECTORS

SECTION 1: COMPETITION DIRECTOR

The Competition Director shall be responsible for preparation of a competition manual under which all events are to be conducted. This manual shall be subject to approval by the Board of Directors. He/She shall prepare a calendar of events to be approved by the Board of Directors and to be presented to the members not later than the January meeting. He/She shall be responsible for providing at least one competition event for every month except January, February, November and December. He/She shall pass judgment on the suitability of event courses and shall be responsible for establishment and enforcement of rules for competition events, subject to the approval of the Board of Directors. He/She shall be responsible for arranging suitable prizes and awards.

SECTION 2: PUBLIC RELATIONS DIRECTOR

The Public Relations Director shall be responsible for submitting such stories of events and activities to outside publications as deemed advisable and desirable. He/She shall be responsible for Club representation at parades.

SECTION 3: PROGRAM DIRECTOR

The Program Director shall be responsible for the planning of suitable programs for the monthly meetings.

SECTION 4: POINTS DIRECTOR

The Points Director shall be responsible for tabulating THE CLUB standings and keeping formal records. The Points Director shall publish regular points standings in THE CLUB publications.

SECTION 5: MEMBERSHIP DIRECTOR

The Membership Director shall check for appropriate documentation from applicants for membership into THE CLUB. He/She shall notify THE CLUB of all new members in writing. He/She shall be responsible for maintaining the roster of the membership.

SECTION 6: SOCIAL MEDIA DIRECTOR

The Social Media Director shall be responsible for maintaining THE CLUB website and social media channels. Information shared shall be limited to material suitable for publication as defined by the Board of Directors.

SECTION 7: SOCIAL DIRECTOR

The Social Director shall prepare a calendar of social activities to include the Annual Awards Banquet and Annual Picnic, to be approved by the Board of Directors.

SECTION 8: NATIONAL COUNCIL OF CORVETTE CLUBS GOVERNOR

The National Council of Corvette Clubs Governor shall represent THE CLUB at National Council Governors meetings. He/She shall be responsible for correspondence between THE CLUB and the National Council. The Governor shall also ensure that THE CLUB adheres to all NCCC insurance requirements and shall maintain THE CLUB'S NCCC membership and competition databases.

SECTION 9: DETROIT COUNCIL OF SPORTS CAR CLUBS (DCSCC) REPRESENTATIVE

The DCSCC Representative shall be appointed by the President from the Competition Director's committee. He/She shall represent THE CLUB at DCSCC meetings and events. He/She shall have CLUB voting power at these meetings. He/She shall be responsible for informing the Competition Committee and the Board of Directors of all DCSCC subcommittee activities.

SECTION 10: NATIONAL CORVETTE MUSEUM (NCM) AMBASSADOR

The NCM Ambassador shall be appointed by the President. He/She shall represent THE CLUB at NCM meetings and events. He/She shall be responsible for providing the Board of Directors with the most current NCM information. The Ambassador shall act as NCM representative to promote and encourage support for the NCM through promotional activities and NCM membership. The Ambassador shall be the voice of THE CLUB, communicating concerns, ideas, and suggestions to the NCM.

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ARTICLE 9 (continued)

DUTIES OF APPOINTED OFFICERS AND DIRECTORS (continued)

SECTION 11: MICHIGAN REGION COMPETITION REPRESENTATIVE

The Michigan Region Competition Representative shall attend Michigan Region meetings to:

- Take our CLUB business to be discussed.
- Secure the dates on the Region calendar for CCM events.
- Report to the Competition Committee what is going on in the region.
- Publish approved flyers from other clubs to CLUB members.
- Attend events in the region to keep in step with what is going on.

ARTICLE 10

COMMITTEES

SECTION 1: APPOINTMENT OF COMMITTEES

The officers shall individually appoint such committees as they deem necessary to assist in carrying out the normal duties of their office. Special committees may be appointed by the President and/or Vice President.

ARTICLE 11

EXECUTION OF INSTRUMENTS

SECTION 1: CHECKS, CONTRACTS, ETC.

All checks, drafts, and orders for payment and all contracts, conveyances, and other written instruments shall be signed in the name of the corporation by such officers or agents as the Board of Directors shall from time to time designate for that purpose.

ARTICLE 12

FISCAL YEAR

SECTION 1: IDENTIFICATION OF THE FISCAL YEAR

The fiscal year of THE CLUB shall be the calendar year.

ARTICLE 13

PERSONAL LIABILITY

SECTION 1: LIMIT OF PERSONAL LIABILITY

All persons or corporations extending credit to, contracting with, or having any claim against THE CLUB for payment of any such contract or claim for the payment of any debt, damage, judgment or decree or any other money that otherwise become due or payable from THE CLUB not the officers, so that neither the members of THE CLUB nor the officers, present or future, shall be personally liable, therefore.

ARTICLE 14

AMENDMENT OF BYLAWS

SECTION 1: PROCEDURE FOR AMENDING THE BYLAWS

The Board of Directors of THE CLUB, or any twenty (20) members in good standing (Total Membership, excluding Honorary members) by written petition submitted to the Recording Secretary, may propose an amendment of the Bylaws and upon such proposal being made a copy thereof shall be included in the notice of the next meeting of the members. Ratification and adoption of the amendment shall require approval of two-thirds (2/3) of the members present at the meeting.

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ARTICLE 15

PROCESS OF DISSOLUTION

The current Board of Directors shall file all required documents with the appropriate federal and state agencies in the event of dissolution of THE CLUB. All non-cash assets shall be liquidated for as near their market value as possible in a practical manner. After all debts are satisfied the remaining balance of the treasury shall go to a non-profit charity, and/or the National Council of Corvette Clubs, Inc (NCCC) and/or the National Corvette Museum (NCM) as recommended by the Board of Directors and by a majority vote of the remaining membership of THE CLUB.

Record of Revisions to Bylaws

March 1997: The CCM By-law requirement to also join the National Council of Corvette Clubs (NCCC) by new Master, Spouses, and Companions was passed by the General Membership in March of 1997. Members of good standing at that time were exempted from this requirement. Proposed by Ken Watson and Jan Skiles.

February 28, 2008: Added CCM and NCCC to Article 2, Section 4, under Dues by Mark Eisler.

December 10, 2008: Added Article 15 Process of Dissolution by Mary Wentzel.

May 8, 2010: Revised entire Article 2, Section 2 Membership as proposed in April 2010 by Joe Scafero.

March 25, 2015:

Revised Article 4, section 3: Number of representatives by Mary Wentzel.

Article 9, section 11: Add Michigan Region Competition Rep to list of appointed officers by Mary Wentzel.

July 27, 2016: Article 6 section 2: Add non-voting provisions for Slipstream Publisher and NCM Ambassador by Joe Scafero

February 28, 2018: Article 4 section 6: Add provision to temporarily suspend voting privileges by Mary Wentzel.

January 26, 2022: Changes proposed by Connie Esposito, Cathy King-Opolsky, Joe Scafero, and Mary Wentzel.

Table of Contents – Updated contents and page numbers, based on changes below.

Article 1, Section 3: Emblem – Changed black and white emblem to color emblem.

Article 2, Section 2: Membership – Removed “See Record of Revisions to By-Laws, page 13” and added NCCC membership requirement; removed all references to Slipstream.

Article 2, Section 3: Application for Membership – Added “or website.”

Article 2, Section 5: Expulsion, and 6: Resignation – Added “Expelled/resigning member forfeits any dues paid to THE CLUB.”

Article 3, Section 4: Notices – Added President and Vice President.

Article 3, Section 6: Quorum – Updated to define membership in good standing and BoD majority.

Article 4, Section 3: Representatives – Changed to minimum of 1, but no more than 2 representatives.

Article 4, Section 4: Appointed Officers – Changed item #6 to Social Media Director.

Article 4, Section 5: Board of Directors – Changed to two elected representatives.

Article 5, Section 3: Ballots and Voting – Changed “in the SlipStream” to “on the website.”

Article 5, Section 4: Uncontested Nominations – New section.

Article 6, Section 2: Meetings and Order of Business – Removed reference to SlipStream.

Article 9, Section 2: Public Relations Director – Removed reference to SlipStream.

Article 9, Section 6: Slipstream Publisher – Changed to Social Media Director and updated responsibilities.

Article 9, Section 8: National Council of Corvette Clubs Governor – Added to NCCC Governor duties:

The Governor shall also ensure that the CLUB adheres to all NCCC insurance requirements and maintains the CLUB’S NCCC membership and competition databases.

Article 9, Section 9: Detroit Council of Sports Car Clubs (DCSCC) Representative – Removed reference to SlipStream.

Article 9, Section 10: National Corvette Museum (NCM) Representative – Removed reference to SlipStream.

Article 9, Section 11: Michigan Region Competition Representative – Changed “receive flyers from other clubs and puts in club calendar” to “publish approved flyers from other clubs to CLUB members.” Removed reference to SlipStream.

Article 14, Section 1: Procedure for Amending Bylaws – Updated to define membership in good standing.