

STEEL CITIES REGION, SPORTS CAR CLUB OF AMERICA

Bylaws revision 1.3, November 2010

ARTICLE I

NAME, PURPOSE AND EMBLEM

Section 1 - Name

The name of the Club shall be the **STEEL CITIES REGION OF THE SPORTS CAR CLUB OF AMERICA, INC.**

Section 2 - Purpose

The general purposes of the Club shall be to encourage the preservation, ownership, and operation of Sports Cars, to act as a source of technical information, to establish rules and regulations covering all activities of the Steel Cities Region, to provide and regulate events and exhibitions for Sports Cars and their owners, to encourage careful and skillful driving on public highways, and to own real and personal property, as incidental to the foregoing purposes.

Section 3 - Non-Profit Organization

The Club shall not be conducted or operated for profit and no part of any income or remainder or residue from dues to the Club shall insure to the benefit of any member or individual. Funds raised through donations may be used for the benefit of the members.

ARTICLE II

MEMBERSHIP AND DUES

Section 1 - Members

Membership in the Club shall be persons interested in Sports Cars and the purposes of the Club. Applications may be forwarded to the membership chairman for processing, or be submitted directly to the National Office of SCCA, Inc. Membership in the Club shall be a privilege and is subject to termination at any time as provided in ARTICLE II, Section 5.

Section 2 - Classes of Membership

- a.) Active - Any person as provided in Section 1, of this ARTICLE and having paid such annual National and Regional dues and fees as required.
- b.) Life - Any National life member currently a member of Steel Cities Region is automatically a Regional life member. Any other National Life member transferring to Steel Cities will be liable for Regional Dues.
- c.) Spouse - Any spouse of an active member may apply to the Officers for Spouse Membership upon payment of such annual National and Regional dues and fees as required.
- d.) Family - Full prescribed National dues with regular membership privileges to the regular and spouse member and family associate membership to any number of children under the age of 18 residing at home. Family associate members may be SCCA Worker license holders.
- e.) Any other memberships established by National Office.
- f.) Participating – Any social member of Steel Cities Region who is not a member of the SCCA National Organization but has paid dues to Steel Cities.

Section 3 – Dues

Dues for members shall not be less than \$5.00 per year, with the provision that the member shall also have paid National dues to be eligible for membership, except in the case of Life Members as stated in ARTICLE II, Section 2, Paragraph b. and Participating members as stated in ARTICLE II Section 2 Paragraph f. Dues as determined by the Board of Directors annually shall be effective as of the next year. The Regional membership year shall run concurrent with the National membership year. No refunds of membership dues shall be granted.

Section 4 - Voting

Only members in good standing who are eighteen (18) years of age or older and whose names appear on the most current national membership list available shall be eligible to vote.

Section 5- Expulsion

Membership will automatically lapse for non-payment of dues at the end of 60 days after being billed for the current year. Any member may be suspended by the Officers for infraction of the Club rules or for any other cause if a majority of the aforementioned Officers shall deem such suspension to be in best interest of the Club. Upon such suspension, the member shall be immediately so informed in writing and shall be given a reasonable opportunity to be heard thereon. Any member suspended as provided above may be present or represented at the next meeting of the Officers for a hearing, and shall be expelled if a majority of the Officers vote to expel him.

Section 6 - Indebtedness

Any member becoming indebted to the Club and becoming more than 90 days delinquent in such indebtedness may have his name and the amount of such indebtedness reported to the SCCA National Organization office. Any member expelled for such indebtedness shall forfeit any National and/or Regional dues or fees to cover such indebtedness.

Section 7 – Resignation

Any member may resign by directing a letter of resignation to the Secretary. His resignation shall be effective upon receipt, provided all indebtedness to the Club is paid.

ARTICLE III

MEETINGS OF THE MEMBERS

Section 1 - Annual Meeting

The Annual Meeting of the Club shall be held in December of each year for the election of Directors; reports of Officers and Committees, and such other business as lawfully may come before the meeting.

Section 2 - Special Meetings

In addition to any provisions of the By-Laws, special meetings of the members may be called by the Regional Executive, or by a majority of the Officers and Directors.

Section 3 - Notice of Meetings

A notice, stating the place, day, hour, and purpose of any meeting of the members, including special meetings, shall be posted to the Club website by the Activities Chairperson.

Section 4 - Quorum

At all meetings of the members, those present shall constitute a quorum. At all meetings of the Officers and Directors, a majority shall constitute a quorum.

Section 5 - Voting

All action, except election of Directors and amendment to the By-Laws, shall be by majority of those present and voting. Except as hereinafter provided, voting by proxy, electronic means, or mail ballot shall not be allowed except with the approval of the majority of the Officers and Directors in accordance with the rules they prescribe and with notice to all members.

ARTICLE IV

OFFICERS AND BOARD DIRECTORS

Section 1 - Board of Directors

The Board of Directors shall constitute the governing body of the Club. The Board shall consist of nine (9) elected members, the previous year Regional Executive, and the members appointed by the elected Board to fill the positions not from the members of the then elected Board. The (9) elected Board Members shall be chosen in the following manner:

- a.) Any ten (10) members, in good standing, of the Club may nominate one (1) or as many as three (3) candidates for Director. Such nomination must be made in writing, signed by the members making the nomination, and delivered to the Secretary by the November membership meeting. The Secretary shall prepare a ballot to be mailed to the members in good standing or posted to the website not more than thirty (30) days or less than fifteen (15) days in advance of the Annual Meeting. All voting shall be by mail or electronic means as approved by the Board of Directors, and all ballots must be postmarked or submitted at least five (5) days before the date of the Annual Meeting. The officers may, at their discretion, devise and use a secret ballot form that will be satisfactory to the majority of the Officers.
- b.) Should the number of nominees for Director be equal to or less than the number of positions to be filled, those nominees will automatically be named to the Board, and no election will be necessary.
- c.) The three (3) nominees receiving the highest vote as counted by a election chairperson appointed by the regional executive and committee and reported at the Annual Meeting shall be declared elected for a period of two (2) years and the three (3) nominees receiving the next highest vote shall be declared elected for a period of one (1) year. In the event no election is required, the terms shall be determined by a lottery.
- d.) In the event that two (2) or more candidates receive the same number of votes so that there are more than six (6) candidates receiving the highest number of total votes, a run-off election between those nominees so tied shall be held immediately at the Annual Meeting.

Section 2 - Election of Officers

Immediately following the Annual Meeting, the Directors shall meet and elect, from their own group, the officers.

Section 3 - Appointment of the Chairperson of the Committees

After the election of the Officers, the Directors shall appoint the Chairperson as needed for proper operation of the club, and if any of these chairman are appointed from outside of the Board of Directors, they shall become members of the Board of Directors with voting rights. In accordance with the structure of the National Organization, these Committees shall consist of the Competition Board, the Solo Committee, the Rally Committee, the Membership Committee, the Activities Committee, the Merchandise/Properties Committee, and any subcommittees deemed necessary by the Board of Directors.

Section 4 - Term of Office

The term of office of all members of the Board of Directors and the Officers will run from end of the Annual meeting until the end of the following Annual Meeting.

ARTICLE V

DUTIES OF ELECTED OFFICERS

Section 1 - Regional Executive

The Regional Executive shall preside at all meetings of the Members and Directors and shall perform the duties usually appertaining to this office. He/She may call Special Meeting of Members under the provisions of ARTICLE III, Section 2. He/She shall be the chief Executive Officer of the Club. In the absence of the Regional Executive, or in the case of his/her death, resignation, or inability to act, the duties usually appertaining to that office shall be performed by the Assistant Regional Executive.

Section 2 - Assistant Regional Executive

The duties of the Assistant Regional Executive shall be those duties assigned by the Regional Executive. If there is a vacancy in this office, the Board of Directors shall designate some person to fill the unexpired term.

Section 3 - Secretary

The secretary shall attend all meetings of the Members and Directors, and shall record all Minutes and votes in a book kept for that purpose. He/She shall perform all duties incident to his office, required by the By-Laws or by a majority of Directors. He/She shall have custody of the corporate seal, and the Clubs' records. If there is a vacancy in this office, the Board of Directors shall designate some person to fill the unexpired term.

Section 4 - Assistant Secretary

The Assistant Secretary shall, subject to such restrictions and conditions as may be made by the Directors, have the same duties and responsibilities as the Secretary. If there is a vacancy in this office, the Board of Directors shall designate some person to fill the unexpired term.

Section 5 – Treasurer

The Treasurer shall, subject to such restrictions and conditions as may be made by the Directors, have custody of all monies, debts and obligations belonging to the Club. He/She shall receive all monies of the Club and deposit same to the Club Account. He/She shall have direct control over, and supervision of, all payment of Club debts and obligations. He/She shall give bond at the Club expense. The Treasurer shall give a report of the financial status of the Club at the Annual Meeting, and if so requested at any meeting of the Directors. He/She shall if requested by the Directors, submit his/her books and records to an auditing Committee composed of individuals or accountants selected by the Directors. Each year he/she shall cause to be printed the yearly financial statement of the Club in a publication of the Club. He/She shall coordinate with all committee Chairperson to insure that finances of their programs are reported in a timely and accurate manner. A vacancy in the office of the Treasurer may be filled by appointment by the Board of Directors for the balance of the unexpired term of the Treasurer.

Section 6 - Assistant Treasurer

The Assistant Treasurer shall, subject to such restrictions and conditions as may be made by the Directors, have the same duties and responsibilities as the Treasurer. He/She shall give bond at Club expense.

Section 7 - Board of Directors Meeting attendance

Attendance at the Board of Directors Meetings shall be made available on the website at a minimum of once per year, prior to the elections.

Section 8 - Removal of Officer

Any officer elected or appointed by the Board of Directors may be removed from Office by a 2/3 majority of the Board of Directors whenever in its judgment the best interest of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the Officer so removed.

Section 9 - Board of Directors Vacancy

The Board of Directors retains the right to fill any vacant seat on the Board of Directors in any manner it deems appropriate.

ARTICLE VI
COMMITTEES

Section 1 – Committees

The Board of Directors or the Regional Executive shall appoint such committees as they find desirable, from time to time, and shall outline the duties and responsibilities of such committees. All reports or actions taken by a committee must be voted by a majority of the entire committee. The committee's chairman, as appointed in ARTICLE IV, section 3, shall as follows:

Section 2 – Club Racing Committee

The Competition Board Chairperson may, subject to the approval of the Board of Directors, appoint such assistants as he/she deem necessary for the administration of the Committee's duties. The Duties of the Competition Board shall be:

- 1.) to cooperate with the National Competition Board in the dissemination of information concerning any General Competition Rules and any National published specification books that may be adopted by the National Competition Board.
- 2.) to facilitate throughout the Region the acquiring of the various classifications of racing licenses by qualified members.
- 3.) to hold themselves available to the membership for consultation and advice with respect to racing policies and procedures adopted by the National Competition Board.
- 4.) to promote and encourage the participation of qualified members in SCCA recognized speed events.
- 5.) at all the speed events, to provide counsel and assistance to any Safety Inspection Officers who may be appointed by the Region and who are charged with the determination of the roadworthiness of all cars entered for such events, with particular emphasis on the needs of safety.
- 6.) to establish any entry fees or other fees (subject to Board approval) sufficient to cover all cost of running the competition program including any social events it may establish. The committee shall establish a proposed budget for the running of the competition section that shall include a portion of such budget allowed for operational expenses of the club in general.
- 7.) to appoint a Competition Activities Chairperson to arrange for activities for the competition communities.
- 8.) to appoint Race Chairperson.

9.) to select all year-end trophy recipients for annual competition awards.

10.) to maintain a current inventory and record of possession of all Club owned property, including the asset description, model number, serial number, or other identifying feature.

Section 3 - Solo Committee

The Solo Chairperson may, subject to the approval of the Board of Directors, appoint such assistants as he/she deems necessary for the administration of the Committee's duties. The Duties of the Solo Committee shall be:

- 1.) to cooperate with the National Solo Events Board in the dissemination of information concerning any General Competition Rules, any National published specification books, and any Solo Rules that may be adopted by the National Solo Events Board.
- 2.) to make themselves available to the membership for consultation and advice with respect to Solo Events policies and procedures adopted by the National Solo Events Board.
- 3.) to promote and encourage the participation of qualified members in the SCCA recognized Solo events.
- 4.) at all Solo events, to provide counsel and assistance to any Safety Inspection Officers who may be appointed by the Region and who are charged with the determination of the roadworthiness of all cars entered for such events, with particular emphasis on the needs of safety.
- 5.) to establish any entry fees or other fees (subject to board approval) sufficient to cover all costs of running the solo program including any social events it may establish. The committee shall establish a proposed budget for the running of the Solo section that shall include a portion of such budget allowed for operational expenses of the club in general.
- 6.) to appoint a Solo Activities Chairperson to arrange for activities for the Solo communities.
- 7.) to appoint Event Chairperson.
- 8.) to appoint Solo Safety Stewards for each event.
- 9.) to select all year-end trophy recipients for annual solo awards.
- 10.) to maintain a current inventory and record of possession of all Club owned property, including the asset description, model number, serial number, or other identifying feature.

Section 4 - Rally Committee

The Rally Chairperson may, subject to the approval of the Board of Directors, appoint such assistants as he deems necessary for the administration of the committee's duties. The duties of the Rally Committee shall be:

- 1.) to cooperate with the National Rally Events Board in the dissemination of information concerning any general competition rules, any national published specification books, and any rally rules that may be adopted by the national rally events board.
- 2.) to make themselves available to the membership for consultation and advise with respect to rally events policies and procedures adopted by the national rally events board.
- 3.) to promote and encourage the participation of qualified members in S.C.C.A. recognized rally events.
- 4.) at all rally events, to provide counsel and assistance to any safety inspection officers who may be appointed by the region and who are charged with the determination of the roadworthiness of all cars entered for such events, with particular emphasis on the needs of safety.
- 5.) to establish any entry fees or other fees (subject to board approval) sufficient to cover all costs of running the rally program including any social events it may establish. The committee shall establish a proposed budget for the running of the rally section that shall include a portion of such budget allowed for operational expenses of the club in general.
- 6.) to appoint a Rally Activities Chairperson to arrange for activities for the rally community.
- 7.) to appoint Event Chairperson.
- 8.) to appoint Rally Safety Stewards.
- 9.) to select all year end trophy recipients for annual rally awards.
- 10.) to maintain a current inventory and record of possession of all Club owned property, including the asset description, model number, serial number, or other identifying feature.

Section 5 - Membership Committee

The Membership Chairperson may, subject to the approval of the Board of Directors, appoint such assistants as he deems necessary for the administration of the committee's duties. The duties of the membership committee shall be:

- 1.) to maintain the membership records and keep them up-dated.
- 2.) to conduct membership surveys as necessary.
- 3.) to keep an up-to-date roll of all Club members.
- 4.) to provide mailing labels as necessary.
- 5.) to develop programs to generate interest in membership in the club.

Section 6 - Activities Committee

The Activities Chairperson may, subject to the approval of the Board of Directors, appoint such assistants as he/she deems necessary for the administration of the committee's duties. The duties of the Activities committee shall be.

- 1.) to arrange for all general meetings of the club.
- 2.) to arrange all meetings of the board.
- 3.) to develop programs for the meeting of the club.
- 4.) to arrange for any special meetings of club.
- 5.) to arrange for the annual awards banquet.
- 6.) to give all notice of meetings of the members required by law or these By-laws.

Section 7 - Merchandise/Properties Committee

The Merchandise/Properties Chairperson may, subject to the approval of the Board of Directors, appoint such assistants as he/she deems necessary for the administration of the committee's duties. The duties of the Merchandise/Properties committee shall be:

- 1.) to be entrusted with the merchandise purchased for the Club.

- 2.) to keep a record of monies received and spent.
- 3.) to keep a master inventory of Club properties.
- 4.) to keep a master record of where Club properties are stored.
- 5.) to be the only person that can authorize the ordering of new merchandise and properties from the national club office.
- 6.) to report to the treasurer and shall act as purchasing agent for the club.

ARTICLE VII

FISCAL YEAR

The fiscal year shall be the calendar year.

ARTICLE VIII

PERSONAL LIABILITY

Section 1

All persons or corporations extending credit to, contracting with, or having any claim against the corporation or the Officers shall look only to the funds and property of the corporation for payment of any such contract or claims or for the payment of any debt, damage, judgment, or decree, or any other money that may otherwise become due or payable to them from the corporation, so that neither the members of the corporation, the Officers, present or future, shall be personally liable therefore.

ARTICLE IX

INDEMNIFICATION

Section 1

Each Director, Officer and other appointed or elected person of this club now or hereafter in office, and his/her heirs, executors and administrators, and each Director, Officer and other appointed or elected person of this Club and his/her heirs, executors and administrators who now acts, or shall hereafter act at the request of this Club, as Director, Officer and other appointed or elected person of this Club controlled by this Club, shall be indemnified by this Club against all costs expenses and amounts or liability therefore, including counsel fees, reasonably incurred by or imposed upon him/her in connections with or resulting from any action, suit, proceeding or claim to which he/she may be made a party, or in which he/she may be or become involved by reason of his/her acts of omission or commission, or alleged acts of commission as such Director, Officer and other appointed or elected person of this Club or, subject to the provisions hereof, any settlement thereof, whether or not he/she continues to be such

Director, Officer and other appointed or elected person of this Club, shall be finally adjudged in such action, suit or proceeding to have been individually guilty of willful misfeasance or malfeasance in the performance of his duty as such Director, Officer and other appointed or elected person of this Club, and provided further, that the indemnification herein provided shall, with respect to any settlement of such suit, action, proceeding or claim, include reimbursement of any amounts paid and expenses reasonably incurred in settling any such suit, action, proceeding or claim, when in the judgment of the Officers of this Club, such settlement and reimbursement appear to be for the best interests of the Club. The foregoing right of indemnification shall be in addition to and not exclusive of any and all other rights as to which any such Director, Officer and other appointed or elected person of this Club may be entitled under any Bylaws agreement, vote of members or otherwise.

ARTICLE X

AMENDMENT OF BY-LAWS

Section 1

The Officers of the Club or any twenty members in good standing may, by written petitions submitted to the Secretary, propose an amendment to the By-Laws. Upon such proposal being made, a copy thereof shall be mailed to all members in good standing or posted to the website and not less than 20 days shall be allowed for balloting by mail or electronic means. If two-thirds of the members submitting ballots vote in favor of the amendment, the amendment shall thereby be approved and adopted. The Officers may, at their discretion, devise and use a secret ballot form that will be satisfactory to a majority of the Officers. The Secretary will give results of the balloting in the next possible Club publication following the close of the balloting.