

KANSAS CITY REGION

SPORTS CAR CLUB AMERICA, INCORPORATED

BYLAWS

Revised November, 2002

ARTICLE I

Name, Purpose, Emblem, and Seal

Section 1. Name. The name of the corporation shall be the Kansas City Region, Sports Car Club of America, Incorporated, hereinafter referred to as the Region.

Section 2. Purposes. The purposes of the Region, as set forth in its Articles of Incorporation, are to encourage the preservation, ownership, and operation of sports cars; to act as a source of technical information; to establish rules governing all Regional activities consistent with the rules of the Sports Car Club of America (hereinafter referred to as National) ; to provide and regulate events *for* sports cars and their owners; to encourage safe and skillful driving on public highways; to own real and personal property that contributes to the Region's purposes; and to assist and cooperate with National in furthering these purposes.

The Region also has such powers as are now or may hereafter be granted by the General Not For Profit Corporation Act of the State of Missouri.

Section 3. Emblem. The Region's emblem shall be a shield design containing the National emblem and the words "Kansas City" as set forth below:



Section 4. Corporate Seal The corporate seal shall be circular in shape inscribed with the name of the Region and the words "Incorporated Under the Laws of the State of Missouri."

Article II

Membership

Section 1. Application, Eligibility, and Dues. Application for Regional membership in Regular, Spouse, Junior, Family, or Life categories must first have been accepted by National. Regional membership shall be restricted to those who reside within the geographic area designated by National as the Kansas City Region. Those who reside outside the geographic limits of the Region may be refused Regional membership by the Board of Directors, hereinafter referred to as the Board.

Regional membership is not transferable.

The Board shall determine the amount of initiation fee, if any, and annual dues payable to the Region by member

Section 2. Categories of Membership. The Region shall have five categories of members. They are as follows:

- (a) Regular membership. Any person paying full prescribed dues. All regular members in good standing are entitled to full privileges of membership.
- (b) Spouse membership. Spouse members are either the wife or husband of a Regular member and pays prescribed dues. Spouse members in good standing are entitled to full privileges of membership.
- (c) Family membership. Family members pay full prescribed 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. The family associate members may be SCCA worker license holders. Family associate members may not vote.
- (d) Junior membership. Junior members are anyone who have not reached his/her 18th birthday and pays prescribed annual dues. Junior members may not vote.
- (e) Life membership. A life member shall have all the rights and privileges of a regular member. Life membership shall terminate if individual's National membership is ever discontinued.

Section 3. Resignation, Suspension, Termination, and Reinstatement.

- (a) Resignation. Any member may resign by filing a written letter of resignation with the Secretary, but such resignation shall not relieve the member of the obligation to pay dues, assessments, or other charges accrued and unpaid.

(b) Automatic Termination. Membership shall automatically lapse for non-payment of dues. Additionally, any member becoming indebted to the Region and/or National *for* more than 60 days may have his/her membership terminated. National shall be informed, and any National and/or Regional dues and fees, regardless of category of membership, shall be forfeited.

(c) Regular Termination. A member may have his membership suspended, terminated, or may be fined if charged with conduct detrimental to the objectives and interests of the Region, or willful violation of the Region's bylaws, rules, or regulations, provided such charges be upheld. Charges resulting in suspension and/or fine must be upheld by an affirmative vote by at least two-thirds of all members of the Board, elected and serving. Charges resulting in termination must be upheld by an affirmative vote of all members of the Board, elected and serving.

(d) Reinstatement Upon written request, signed by a terminated member and filed with the Board, said Board may by unanimous vote reinstate such former member to membership upon such terms as the Board may deem appropriate.

ARTICLE III

Meetings of the Members and the Board of Directors.

Section 1. Annual Meeting of Members. The annual meeting of the Region for the election of Officers and members for the Board, and for such other business as may properly come before the meeting, shall be held on the first Tuesday in December, or such other time within 30 days of such date, as the Board may determine. The Secretary shall send each Regional member a notice of such meeting not more than 30 and not less than 10 days prior to such meeting setting forth the date, hour, and place of such meeting and all business to be transacted there.

Section 2. Regular Meetings of the Members. Regular meetings of the Region shall be held each month at the time and place determined by the Board.

Section 3. Special Meetings of the Members. Special meetings of the members may be called by the Regional Executive, by a majority vote of the Board, or upon the written request of five percent of the members having voting rights. Ten days notice of any special meeting shall be given to all members in good standing, and the notice shall state the objective of such special meeting.

Section 4. Joint Board Meeting. A Joint Board meeting shall be held between the annual meeting and the next regular Board meeting. The newly constituted Board and the outgoing Board member should attend.

Section 5. Regular Board Meetings. The Board may provide by resolution the time and place, either in or out of the State of Missouri; for holding regular meetings.

Kansas City Region

Sports Car Club of America Incorporated

Bylaws

Amendment to Article V, Section 1

Board of Directors
Number and Tenure

Section 1. Number and Tenure. The Board shall normally consist of eleven members, five Officers as defined in Section 2 of the ARTICLE. The Officers of the Region shall serve one year terms and the Directors shall serve two year terms. The tenure for an elected position shall be further limited to two consecutive terms.*

- Amendment approved at the January 2006 General Meeting (see minutes)

ARTICLE V

Board of Directors

Section 1. Number and Tenure. The Board shall normally consist of eleven members, five Officers as defined in Section 2 of this ARTICLE. The Officers of the Region shall serve one year terms and the Directors shall serve two year terms. The tenure for an elected position shall be further limited to two consecutive terms. All Board members will assume their duties as described in these bylaws on the first day of the year following their election to the Board.

Amendment approved at the June 2007 General Meeting (see minutes.)

Section 6. Special Board Meetings. A special meeting of the Board may be called by the Regional Executive or upon written request of any five Board members. At least two days notice by mail or one days notice by phone of such special Board meeting shall be given to all Board members. The notice shall state the objective of such meeting.

Section 7. Quorum for Board Meetings. A majority of the Board then serving shall constitute a quorum for the transaction of business at any meeting of the Board.

ARTICLE IV

Administration

Section 1. Board of Directors. The Board of Directors shall establish the policies of the Region and shall oversee and direct the implementation and execution of such policies. The Board may also administer the affairs of the Region by executive committee, or by such other committees it determines to appoint and authorize.

Section 2. Executive Committee. The executive committee shall include the Regional Executive, the Assistant Regional Executive, and the Past Regional Executive, if serving. By unanimous decision, the three members executive committee shall exercise the executive powers of the Board between meetings of the Board. Action taken by the executive committee shall be subject to ratification by the Board.

Section 3. Committees. In addition to the committees provided for in these bylaws, the Board shall designate such other committees as shall be necessary to regulate the activities of the Region and to advise and assist the Board concerning the affairs of the Region,

The jurisdiction and procedures of such committees shall be established by the Board which shall also approve the chairmen thereof and specify number and tenure of committee members.

ARTICLE V

Board of Directors

Section 1. Number and Tenure. The Board shall normally consist of eleven members, five Officers as denned in Section 2 of this ARTICLE. The Officers of the Region shall serve one year terms and the Directors shall serve two year terms. With the exception of the Treasurer, the tenure for an elected position shall be further limited to two consecutive terms.

Section 2. Officers and Duties: The Officers of the Region shall be a president known as the Regional Executive, a vice president known as the Assistant Regional Executive, an advisor known as Past Regional Executive, a Secretary, and a Treasurer.

(a) **Regional Executive.** The Regional Executive shall be the principal executive officer of the Region and shall supervise and control all of the business and affairs of the Region. The Regional Executive shall preside at all meetings of the members and the Board. The Regional Executive may debate, second, or make a motion but shall only vote in case of a tie.

(b) **Assistant Regional Executive.** In the absence of the Regional Executive, the Assistant Regional Executive shall perform the duties of the Regional Executive and when so acting shall have all the powers of, and be subject to, all the restrictions placed upon the Regional Executive. The Assistant Regional Executive shall perform such duties as may be assigned by the Regional Executive.

(c) **Past Regional Executive.** The Past Regional Executive is a non-elected position which shall be filled by the Regional Executive having left office the preceding year. In the absence of the Regional Executive and the Assistant Regional Executive, the Past Regional Executive, if serving, shall preside over all meetings of the Region and the Board. The Past Regional Executive shall assist the Regional Executive in the execution of all Region business as directed by the Regional Executive and shall provide advice to the Regional Executive as needed.

(d) **Secretary.** The Secretary shall keep the minutes of the Meetings of the Members and of the meetings of the Board in the official books provided for that purpose; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records and of the seal of the corporation; keep, or cause to be kept, a register of each member's address; and, in general, perform all duties incident to the office of Secretary and assigned by the Regional Executive or by the Board.

(d) **Treasurer.** The Treasurer shall, subject to conditions, fiscal policies and restrictions determined by the Board, have custody of all monies, debts, and obligations belonging to the Region. The Treasurer shall make or cause to be made all payments of the Region's debts upon approval of the Board. The Treasurer shall be responsible for filing the Federal Tax Return in accordance with ARTICLE VII of these bylaws.

Section 3. **Directors.** The Directors shall assure that the business affairs of the Region be conducted in accordance with these bylaws. The Directors shall perform such duties as may be assigned by the Regional Executive.

Section 4. **Vacancies.** The Board, at its discretion, may fill vacancies on the Board for the time remaining in the term of the vacant position for all positions except that of the Regional Executive and Assistant Regional Executive. A vacancy in the office of Regional Executive shall be immediately filled by the Assistant Regional Executive then serving. A vacancy in the office of Assistant Regional Executive may be filled, at the discretion of the Board, only by special election. Should the office of Past Regional Executive be vacant, it shall not be filled; however, the duties shall be reassigned by the Board to another member of the Board.

Section 5. Removal and Reinstatement of Officers and Directors. Any member of the Board may be removed by an affirmative vote of two-thirds of all Board members elected and serving whenever, in die Board's judgment, the best interest of the Region would be served, or by petition from the membership in an amount equal to the ballot count from the last general election.

The Board member, so removed, may petition for reinstatement. Upon receipt of such petition, the Board shall reconsider the removal subject to the same conditions and requirements as the original vote.

ARTICLE VI

Indemnification and Liability

Each person who is or was a director or officer of the Region, or is or was serving at the request of the Region as a director or officer of another corporation (including heirs, executors, administrators, and estate of such person) shall be indemnified by the corporation as of right to the full extent permitted or by the laws of the State of Missouri, as now in effect and as hereafter amended, against any claim, liability, judgment, fine, settlement, cost, and expense (including attorneys' fees) asserted or threatened against and incurred by such person in his capacity as, or arising out of his status as, a director or officer of the Region or as a director or officer of another corporation at the request of the Region.

No person shall be liable to the Region for any loss, damage, liability, or expense suffered by it on account of any action taken or omitted to be taken by that person as a director or officer of the Region or of any other corporation which such person serves as a director or officer at the request of the Region, if such person (1) exercised the same degree of care and skill as a prudent person would have exercised under the circumstances in the conduct of his or her own affairs, or (2) took or omitted to take such action in reliance upon advice of counsel for the Region, for such other corporation or upon statements made or information furnished by directors, officers, or agents for the Region, or of such other corporation, which he or she had no reasonable grounds to disbelieve.

ARTICLE VII

Elections

Section 1. Requirements for Candidacy. Any member of the Region shall be eligible for nomination to the Board if he or she is a member in good standing and will have been a member at least one year at the time he or she would take office. Nominees for the office of Regional Executive shall have served at least one year on the Board of Directors of the Region.

Each candidate must indicate in writing to the Nominating Committee or to the Secretary that he or she is a willing candidate for office and is agreeable and willing to serve in said office if elected.

Section 2. Nomination. A member may be nominated by the Nominating Committee or have his or her name placed on the ballot by membership petition.

(a) Nominating Committee. By August 1 of each year, a nominating committee shall be appointed to consist of five Region members who are not on the Board. Two members shall be appointed by the Board and two by the Regional Executive. The four members so appointed shall appoint a fifth member who shall be the chairman. Prior to the November regular meeting of the members, such committee shall advise the Secretary of Its Officer and Director candidates for election at the next annual meeting.

The Nominating Committee shall provide one or more candidates for each office.

The Nominating Committee shall be reconvened for the purpose of a special election.

(b) Membership Petition. Any member wishing to place his own name, or the name of another member, in nomination may do so by submitting a petition signed by no less than five (5) members.

(c) All nominations for general election must be filed with the Secretary by the close of the nominations at the November general meeting.

Section 3. Balloting for General Election. All voting for election of members to the Board who shall have met nomination requirements shall be by written ballot. Appropriate ballots shall be prepared by the Secretary and mailed to the members following the close of nominations. A biographical sketch as provided by the candidate shall also be mailed to all members prior to the election.

To be counted, ballots shall be mailed to the club prior to the annual meeting or delivered to the Secretary at the annual meeting. The ballots shall remain sealed until counted at the annual meeting. No ballot received by the Secretary after ballot call shall be considered in the counting of ballots. Total ballot count shall be recorded in the minutes.

Section 4. Special Election, Should a special election be required by the Board, the Nominating Committee shall nominate one or more members to be candidates. The Secretary shall mail a notice to the members at least 10 days prior to the membership meeting at which a vote will be taken. Such notice shall state the purpose of the election and name the candidates nominated by the Nominating Committee. In addition to those candidates, any member wishing to place his or her own name, or the name of another member, on the ballot may do so by membership petition. All voting shall be by written ballot at the meeting at which the special election is held.

ARTICLE VIII

Fiscal Year

The fiscal year of the Kansas City Region is the calendar year beginning January 1 through December 31.

ARTICLE IX

Waiver of Notice

Whenever any notice is required to be given under die provisions of the General Not For Profit Corporation Act of the State of Missouri, or under the provisions of Articles of Incorporation or the bylaws of the Region, a waiver thereof in writing, signed by the person (s) entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE X

Amendments to Bylaws

Section 1. To conform to National bylaws or policy, these bylaws may be altered, amended, or repealed and new bylaws may be adopted by a majority of the Board at any regular or special Board meeting with ratification by the members at the next or subsequent general meeting.

Section 2. For these bylaws to be altered, amended, or repealed and new bylaws to be adopted, they must first be approved by a majority of the Board of Directors for submission to the general membership. They may then be adopted by a majority vote of the members of the Region voting at any regular or special meeting of the Region. The general membership must be given notice of such changes and the nature thereof in writing at least 30 days prior to such meeting at which changes are presented for consideration.