

KANSAS CITY REGION
SPORTS CAR CLUB OF AMERICA, INCORPORATED
BYLAWS

Revised June 2018

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 and other fine automobiles; 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 or SCCA); to provide and regulate events for sports cars and other fine automobiles 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 words "SCCA", "Sports Car Club of America", 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."

Section 5. Exempt Organization. No part of the net earnings of the Region shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the Region shall be authorized and empowered to pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes set forth in Article 1, Section 2

hereof. No substantial part of the activities of the Region shall be the participation in, or intervention in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these bylaws, the Region shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal Income tax under Section 501(c) (4) of the Internal Revenue Code most current edition.

ARTICLE II

Membership

Section 1. Application and Eligibility. Any person applying for Regional membership must first be accepted by National.

Regional membership is not transferable.

Section 2. Categories of Membership. The Region shall have those categories of membership offered by National.

(a) Life Membership. Members who have reached 50 years of continuous SCCA membership will be granted “life” memberships in the Region and shall be exempt from paying Regional dues. A life member shall have all the rights and privileges of a member. Life membership shall terminate if an individual’s National membership is ever discontinued.

Section 3. Membership Process. Any person eligible for membership may apply according to procedures specified in the Region’s Operations Manual. A person accepted for membership shall also be a member of National. Members of the Region must continue to hold membership in SCCA unless specifically exempted from this requirement by the Board of Directors, hereinafter referred to as the Board.

Section 4. Dues. Regular dues shall be payable annually in such amounts as the Board establishes. Varying levels of dues for particular categories of membership may be established by the Board, and will be described in the Region’s Operations Manual. Members who have previously paid National dues for life shall only be required to pay Regional annual dues. No refund of dues shall be made under any circumstances.

Section 5. Termination, Suspension, and Renewal.

(a) Any member may resign by notifying the Secretary of the Region. The resignation shall be effective upon receipt of the notice. Such resignation shall not relieve the member of the obligation to pay dues, assessments, or other charges accrued and unpaid.

(b) The membership term is 12 months from the end of the month during which dues are received. Membership shall automatically lapse for non-payment of dues.

(c) The membership of any member indebted to the Region and delinquent for more than 60 days shall automatically terminate, and the member shall forfeit all dues and fees already paid regardless of category of membership.

(d) The Board of the Region may suspend, terminate, or fine a member from the Region at any time for infraction of any SCCA and/or Regional rule or any other cause if the Board deems the action in the best interests of the Region, provided that the Board will afford the member a reasonable opportunity to be heard by it or by a committee appointed by it, in person or through a representative, prior to taking any action, unless it deems it imperative to suspend the member before a hearing can be held, in which case it shall immediately notify the member, of the suspension. In the case of an immediate suspension, after hearing, the Board may continue for a definite term or rescind the suspension, or terminate the member, and its decision shall be final. Suspension, termination, and/or fine requires affirmative vote by at least two-thirds of all members of the Board, elected and serving.

(e) Membership automatically lapses if the member ceases to be a member in good standing of National. The Region shall also give immediate reciprocal effect, which shall not be subject to appeal, to any suspension or termination imposed by National under any rules or bylaws adopted by National, including under any specific competition rules or regulations, upon being notified of the action by National. If a member of this Region is disciplined by another region of SCCA, the underlying basis for the other region's discipline of a member may be the basis for disciplining a member of the Region; however, discipline by another region of the SCCA without corresponding action by National shall not require reciprocal effect in the Region unless the Board votes to impose such discipline after following the procedures in Section 5(d) of this Article.

(f) A terminated member may request to be reinstated by filing a signed notice with the Board; said Board may by unanimous vote to 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. The annual meeting of the Region shall be held each calendar year on the first Tuesday in December, or such other time within 30 days of such date as determined by the Board for the election of Officers and Directors for the Board and the presentation of reports from the officers, committees and boards, and such other business as may lawfully come before the meeting. The Secretary shall send each Regional member a notice of such meeting not more than 45 and not less than 14 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 members 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 at any time by the Regional Executive, by a majority of the Board, or upon petition of at least 6 per cent of

the members having voting rights. A 10 day 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 members 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.

Section 6. Special Board Meetings. A special meeting of the Board may be called by the Regional Executive or upon request of any 5 Board members. At least a 2 day notice by mail or a 1 day notice by phone or e-mail of such special Board meeting shall be given to all Board members. The notice shall state the objective of such meeting.

ARTICLE IV

Board of Directors

Section 1. Number. The Board shall normally consist of 11 members, 5 Officers and 6 Directors.

Section 2. Officers. 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. Officers authorized to sign checks shall be bonded or insured at the expense of the Region.

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 as defined in Article VII, Section 4. 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 eligible past Regional Executive. In the event that a past Regional Executive is unable to fill the position, the Board will appoint a standing Board member to the past Regional Executive position and appoint the Director position from the membership.

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 the Board's judgment, the best interests 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. Cause for removal may include, but is not limited to, physical or mental incapacity to serve, conflict of interest, conviction of a felony, or behavior detrimental to the Region or deemed not in the Region's best interests. Notice of the proposed action must be sent to all Directors at least 30 days prior to the meeting. The Director whose directorship is in question shall be given an opportunity to be heard at this meeting, but shall have no vote on the question. 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. If the Board member's position has been filled as permitted by the provisions of these bylaws, and the removed Board member is reinstated, the replacement member shall cease to serve.

Section 6. Quorum. A majority of the Board shall constitute a quorum, which may act in any manner within its competence by vote of a majority of the Directors present while a quorum is present.

ARTICLE V

Officers

Section 1. Regional Executive. The Regional Executive shall be the principle 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. The Regional Executive shall be elected to a 1 year term and tenure shall be limited to 2 consecutive terms.

Section 2. 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. The Assistant Regional Executive shall be elected to a 1 year term and tenure shall be limited to 2 consecutive terms.

Section 3. 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 term. 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.

Section 4. Secretary. The Secretary or designated assistant shall:

- (a) attend all meetings of the members and the Board;
- (b) record minutes thereof in books kept for that purpose;
- (c) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law;
- (d) keep, or cause to be kept, the corporate records and the seal of the corporation;
- (e) keep, or cause to be kept, a register of each member's address;
- (f) in general perform all duties incident to the office of Secretary and such other duties as from time to time be assigned by the Board or the Regional Executive.

The Secretary shall be elected to a 1 year term with no term limits.

Section 5. 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 VIII of these bylaws. The Treasurer may be audited by an outside professional at the discretion of the Board. The Treasurer shall be elected to a 1 year term with no term limits.

ARTICLE VI

Administration

Section 1. Board of Directors. The Board shall establish the policies of the Region and shall oversee and direct the implementation and execution of such policies and the administration of the affairs of the Region by the executive committee, and such other committees as it determines to appoint and authorize. The 6 non-officer Directors shall be elected for 2 year terms which shall be staggered, such that 3 Directors are elected at each annual election. Tenure shall be limited to 2 consecutive terms.

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 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. Appointment of 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, and shall appoint the chairperson thereof.

Section 4. Committees. The jurisdiction and procedures of such committees shall be established by the Board which shall also specify the tenure of committee members and establish rules for the determination of quorums and voting for all committees.

Section 5. Operations Manual. The Region's Operations Manual shall be the official operating guide for all areas of Region administration. It shall further the guiding principle of the Region: The ultimate direction of the Region rests with the members. In furthering this guiding principle the Operations Manual provides an equitable system of administrative due process. The Operations Manual shall be published at least triennially and be distributed to all Directors. Changes to the Operations Manual may be made only by the Board and shall be published. In case of conflict between the Operations Manual and these bylaws, the provisions of these bylaws shall govern. Further, the Operations Manual may not abridge any rights or responsibilities set forth in these bylaws.

Section 6. Conflict of Interest. No Officer or Director of the Region may participate in, or attempt to influence any decision by the Region affecting his or her own personal business interests, or otherwise use his or her official position for personal gain.

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 1 year at the time he or she would take office. Nominees for the office of Regional Executive shall have served at least 1 year on the Board. Nominees for the office of Treasurer shall be eligible to be bonded.

Each candidate must provide notice 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. On or before the July general membership meeting of each year, a nominating committee shall be appointed to consist of Region members who are not on the Board. 2 members shall be appointed by the Board members, other than the Regional Executive, and 2 by the Regional Executive. On or before the August general membership meeting of each year, the four members so appointed shall appoint a fifth member. On or before the November general membership meeting, such committee shall advise the Secretary of its candidates for the election.

The Nominating Committee should seek to provide a minimum of 2 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 or her own name, or the name of another member, in nomination may do so by submitting a petition signed by no less than 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 meet nomination requirements shall be by written ballot or through electronic means as may be established by the Board then serving. Appropriate ballots shall be prepared and distributed by mail or be made electronically accessible to the members following the close of nominations. A biographical sketch, as provided by the candidate, shall also be mailed or made electronically accessible to all members prior to the election.

To be counted, ballots shall be mailed to the Region prior to the annual meeting or delivered to the Secretary at the annual meeting. If electronic balloting is offered, voting may be closed prior to the start of the annual meeting in order to give the Secretary time to download the results to be counted. Members, age 18 or over and in good standing with the Region, have full voting privileges. Ballots shall be validated to ensure that the voter is an eligible member. Invalid or duplicate ballots shall be discarded. The ballots shall remain sealed until counted. No ballot received after voting is closed shall be considered in the counting of the ballots. Results, including winning candidates and total ballots counted, 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 give 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 if required name the candidates nominated by the Nominating Committee. Voting shall be by written ballot at the meeting at which the special election is held or through electronic means as may be established by the Board then serving. If electronic balloting is offered, voting may be closed prior to the start of the special meeting in order to give the Secretary time to download the results to be counted. Voter eligibility and ballot validation shall be the same as for a general election.

Section 5. Ties or Candidate Ineligibility. In the event of a tie, the existing Board shall determine the winning candidate(s) by choosing from among the tied candidates (via a simple majority vote). In the event of a tie vote within the Board, the RE shall cast the deciding vote. If a candidate on the ballot is determined to be ineligible after the ballots have been distributed to the members, all votes for that candidate shall be discarded. If an office is left vacant due to candidate ineligibility, the existing Board shall apply the vacancies rules (ARTICLE IV, Section 4).

Section 6. Null and Void Elections. The Board has the ability to declare an election null and void in the following circumstances:

1. The balloting process is found to be flawed
2. If there is a procedural error which is not discovered until voting is closed.

ARTICLE VIII

Fiscal Year

The fiscal year of the Region shall be for the year ended December 31.

ARTICLE IX

Waiver of Notice

Whenever any notice is required to be given under the 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

Indemnification

The Region may indemnify a Director, Officer, or agent of the Region against liabilities, including judgments, settlements, penalties, fines and reasonable expenses and legal fees incurred with respect to any threatened, pending or completed action, suit or proceeding whether civil, criminal, administrative or investigative and whether formal or informal. Such indemnification is permitted by the Region if the person seeking indemnification:

- (i) conducted himself in good faith,
- (ii) reasonably believed,
 - (A) with respect to conduct in his or her official capacity for the Region, that his or her conduct was in the Region's best interests, or
 - (B) with respect to conduct in other capacities, that his or her conduct was, at least not opposed to the Region's best interests, and
- (iii) with respect to criminal proceedings, that he or she had no reasonable cause to believe his or her conduct was unlawful. The termination of a proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not be determinative of whether the foregoing standard of conduct has been satisfied.

The Region shall not indemnify a Director, Officer, or agent in connection with

- (i) a proceeding by or in the right of the Region, in which such person is adjudged liable to the Region, or

(ii) any proceeding charging improper personal benefit to that person, in which he or she is adjudged liable or, the basis that he or she improperly received personal benefit(s).

However, the Region shall indemnify a Director, Officer, or agent who was wholly successful, on the merits or otherwise, in defense of any proceeding to which he or she was a party, against reasonable expenses incurred by him or her in connection with the proceeding. The indemnification of a person, permitted by the foregoing provisions, must be authorized in the specific case after a determination has been made that indemnification is permissible under the circumstances because the applicable standard of conduct was met. This determination shall be made by:

- (i) the Board by majority vote of a quorum, which quorum shall consist of Directors not parties to the proceeding, or
- (ii) if a quorum cannot be obtained, by a majority vote of a committee of the Board designated by the Board, which committee shall consist of two or more Directors not parties to the proceeding; except that Directors who are parties to the proceeding may participate in the designation of Directors for the committee.

If the quorum cannot be obtained or the committee cannot be established, or if such quorum or committee so directs, the determination shall be made by:

- (i) independent legal counsel selected by a vote of the Board or the committee, or if a quorum of the full Board cannot be obtained or a committee cannot be established, by independent legal counsel selected by a majority vote of the full Board, or
- (ii) by the members.

If the determination that indemnification is permissible is made by independent legal counsel, the authorization of indemnification and evaluation as to reasonableness of the expenses shall be made by the body which selected that counsel. A Director, Officer, or agent of the Region who is a party to a proceeding may apply for indemnification to the court conducting the proceeding or to another court of competent jurisdiction. On receipt of such an application, the court, after giving any notice it considers necessary, if it determines that such person is entitled to mandatory indemnification pursuant to these Bylaws or law, the court shall order indemnification in which case the court shall also order the Region to pay such person's reasonable expenses. If the court determines that such person is fairly and reasonably entitled to indemnification in view of all of the relevant circumstances, whether or not such person meets the standard of conduct set forth in these Bylaws as a condition of indemnification, or whether such person was adjudged liable in such circumstances which would ordinarily prohibit the Club from making indemnification, the court may order such indemnification as it deems proper. The Region may pay for, or reimburse, the reasonable expenses incurred by a Director, Officer, or agent of the Region, who is a party to a proceeding, in advance of the final disposition of the proceeding, if

- (i) the Region is furnished with a written affirmation of such person's good faith belief that he or she has met the applicable standard of conduct,
- (ii) such person furnishes the Region with a written undertaking, executed personally or on his or her behalf, to repay the advance if it is determined that he or she did not meet such standard of conduct, and

(iii) a determination is made that the facts then known to those making the determination would not preclude indemnification under this paragraph.

The foregoing undertaking shall be an unlimited general obligation of such person and need not be secured and may be accepted without reference to financial ability to make repayment.

The Region may purchase and maintain insurance on behalf of an individual who is or was a Director, Officer, fiduciary, or agent of the Region and who, while a Director, Officer, fiduciary, or agent of the Region is or was serving at the request of the Region as a Director, officer, partner, trustee, fiduciary, or agent of any other foreign or domestic corporation or of any partnership, joint venture, trust, or other enterprise or employee benefit plan against any liability asserted against or incurred by him in any such capacity or arising out of his or her status as such, whether or not the Region would have the power to indemnify him against such liability under the foregoing provisions. If an indemnification or advance of expenses to a Director arises out of a proceeding by or on behalf of the Club, such indemnification, if made pursuant to the foregoing provisions, shall be reported in writing to the members with or before notice of the next meeting of the Region.

All persons or corporations extending credit to, contracting with, or having any claim against the Region or the Board shall look only to the funds and property of the Region for the payment of any debt, damages, judgment, or decree, or any of other money that may otherwise become due or payable to them from the Region or the Board, so that neither the members of the Region, nor the Board, past, present or future, shall be personally liable therefor.

All conditions of indemnification shall be as permitted by the laws of the State of Missouri, as now in effect and as hereafter amended.

ARTICLE XI

Amendment Procedures

The Board or 3 per cent or more of the members may propose an amendment to the certificate of incorporation or bylaws by submitting such proposal in writing to the secretary. A proposal submitted by the members shall be reviewed by a committee of 5 regular members, consisting of 4 members appointed by the Board, 2 of whom are members proposing the amendment, and a 5th member appointed by these 4 members, who shall act as a chairperson. The committee shall consider the propriety of the proposal, taking into account the intent of the petitioners and the suitability of the inclusion of the proposal in primary instruments such as the certificate of incorporation and bylaws, and shall draft the proposed amendment into suitable language. The proposal shall be approved by a majority of the Board before being submitted to the members. The general membership must be given notice of proposed changes and the nature thereof at least 30 days prior to such meeting at which changes are presented for consideration by distributing a notice of the proposal and a form of a ballot to all members. Each member shall be entitled to 1 vote on each proposal submitted to the membership. At least 30 days shall be allowed for voting. Ballots shall be mailed to the Region prior

to the designated regular or special meeting or delivered to the Secretary at the designated regular or special meeting of the Region. If electronic balloting is offered, voting shall be closed 24 hours prior to the start of the designated regular or special meeting in order to give the Secretary time to download the results to be counted. Provisions shall be in place to verify that mailed ballots and electronic ballots do not originate from the same member. If at least two-thirds of the members voting are in favor of the amendment, it shall be adopted. The secretary shall cause the result of the balloting to be published for the information of the entire membership.