

KENTUCKY REGION, SPORTS CAR CLUB OF AMERICA BY-LAWS

November 6th, 1986
(amended) February 13th, 2003

SECTION I

1.1 CONDUCT OF THE AFFAIRS OF CORPORATION

The affairs of the Corporation shall be conducted by the Board of Trustees and four (4) administrative officers, to wit, Regional Executive, Secretary, Treasurer and Activities Director.

SECTION II

2.1 ELECTION

The Board of Trustees shall consist of six (6) elected members, and current Regional Executive. All members, except the Regional Executive, when elected, shall serve for a period of three (3) years, and their terms shall be staggered so as to provide for the election of a maximum of two (2) members of the Board of Trustees each year. The Regional Executive shall serve as a Trustee only so long as he/she is Regional Executive. Election of members to the Board of Trustees shall be conducted in the manner prescribed in the Articles of Incorporation, and may be hereinafter set out. Should a member of the Board not complete his/her term of office for any reason, or be removed from office, his/her remaining term shall be filled by a new Trustee to be elected in the next annual election. The Board shall appoint a temporary Board member to serve the remainder of that year. The Regional Executive shall hold his/her membership automatically by election to the office of Regional Executive by the membership. A Regional Executive upon completion of his/her elected term of office shall hold office the following year as a full member of the Board of Trustees, not subject to replacement, if for any reason he/she is unable to serve in said capacity.

2.2 MEETINGS

There may be a monthly meeting. The monthly Board of Trustees meeting may be in conjunction with the general membership meeting at the discretion of the Board. The meeting dates and sites shall be publicized as appropriate.

2.3 ATTENDANCE AT MEETINGS

Any elected Trustee who does not attend at least three (3) of any six (6) consecutive regular Board meetings, or four (4) of six (6) regular membership meetings, shall be deemed to have tendered his/her resignation to the Board as a member thereof. It shall be the duty of the Secretary of the meeting to include attendance records in his/her minutes of the Board meetings and to bring to the attention of the Board the failure of any member to comply with the above attendance requirements. The Chairman of the Board, upon advice of the Secretary of the meeting, shall notify any member failing to comply with the above-mentioned attendance requirement in writing that his/her resignation from the Board of Trustees has been accepted.

2.4 GENERAL POWERS OF THE BOARD OF TRUSTEES

The Board of Trustees shall be the legislative, judicial and policy-making body of the Corporation.

2.5 SPECIFIC POWERS OF THE BOARD

A majority of the Board of Trustees, when officially assembled at a regular or special meeting of the Board, shall have the power to conduct the affairs of the Corporation not otherwise restricted by these By-Laws. There shall be included in the powers of the Board the authority to:

- (a) Elect its own Chairman at its first regular meeting after election of new members of the Board. The Chairman, when elected and seated as Chairman of the Board, shall have the authority to call and convene regular and special meetings of the Board of Trustees, conduct the orderly disposition of the business properly before the Board, act as Chairman or moderator of all general or special membership meetings in absence of the Regional Executive and Assistant Regional Executive;
- (b) Authorize and direct the Treasurer to draw on the funds of the Corporation such as necessary to carry out the Corporation's business subject to the restriction elsewhere herein imposed;
- (c) Hear protests and rule on disputes between members of the Corporation;
- (d) Discipline or expel members pursuant to the provision of the within By-Laws; and/or the By-Laws, rules, or regulations of the Sports Car Club of America;
- (e) Levy special assessments;
- (f) Do all other lawful acts as Board of Directors of "not for profit" corporations, generally.

2.6 RESTRICTIONS ON THE POWERS OF THE BOARD

The Board of Trustees shall not have the authority to:

- (a) Incur any single indebtedness in the name of the Corporation, or to provide for or direct the payment from the treasury on any single indebtedness or account for any sum in excess of \$500.00 without such expenditure having been approved by a majority thereof at a regular or special meeting of the membership;
- (b) Pass any retroactive resolution or take any retroactive action.

2.7 ACTIONS OF THE BOARD

The Board shall promptly exercise its authority in all matters where action is necessary for the reasonable conducting of the affairs of the Corporation; and any action taken by the Board of Trustees shall be recorded in the minute book of the Corporation immediately and shall be read to the next regular meeting of the membership, except such reading may be waived by a majority of the members present and voting, if such minutes shall have been published to the membership prior to said meeting.

2.8 FINALITY OF BOARD ACTION

Any action taken, or ruling made, by the Board in exercise of its powers and authority, as herein conferred shall be final, except to the extent of the right of appeal of Board action as granted by Section 2.9 hereof.

2.9 METHOD OF APPEAL OF BOARD ACTION

Any action or ruling of the Board of Trustees may be appealed to the general membership in the following manner:

A written appeal may be filed with the Secretary, the Regional Executive, or the Chairman of the Board of the Corporation within 92 hours after the first regular or special meeting of the membership next after the action or ruling of the Board is taken or made, provided the minutes of said Board Meeting shall have been read to the membership meeting or published to the membership as set out in Section 2.7 hereof. Any such appeal shall be signed by at least seven (7) members in good standing, and the same shall state with particularity, the grounds of the appeal. If any appeal is filed, the Board action or ruling which has been appealed shall be held in abeyance until the question is submitted to a vote of the membership. The vote of a membership upon the appeal shall be by written ballot, mailed to the membership in good standing. Each ballot shall be accompanied by a pre-addressed envelope. And the same shall be returned in said envelope with the signature of the voting member appearing on the outside of the envelope. Ballots not returned in the envelopes provided, same having been properly signed on the outside, shall be excluded from consideration and shall not be counted, except that any member may personally hand deliver his ballot in a plain envelope bearing his signature on the outside thereof. A simple majority of ballots cast shall govern. All ballots shall be returned to and counted by the four (4) Administrative Officers of the Corporation.

2.10 QUORUM OF THE BOARD OF TRUSTEES

Quorum for a Board Meeting shall be four (4) voting members.

SECTION III--POWERS AND DUTIES OF ELECTED OFFICERS

3.1 ORGANIZATION OF OFFICERS

Except as reserved to the Board of Trustees, the affairs of the Corporation shall be conducted by the Administrative Officers of the Corporation. The Regional Executive and Secretary shall nominate, subject to approval of the Board of Trustees, one assistant to his office. The Activities Director shall nominate, subject to approval of the Board of Trustees, at least three (3) assistants consisting of, but not limited to Solo Chairman, Rally Chairman, and Social Chairman.

3.2 REGIONAL EXECUTIVE

The Regional Executive shall preside over the regular and special meeting of the membership of the Corporation and all other non-Board Meeting of the general membership, conduct elections, appoint committees, name chairmen, appoint persons to fill administrative positions as needed, and be the chief executive officer of the Corporation. Except as herein restricted or defined, the Regional Executive shall have the authority to act in the same manner and for the same purpose as the president of a like or similar corporation.

3.3 SECRETARY

The Secretary and/or assistant shall keep minutes of all meetings of the membership of the Board of Trustees, and shall have the same available, for his/her term of office and the preceding year, at all official meetings. The Secretary shall be responsible for all correspondence of the Corporation and such duties within the office as are or may be delegated to said officer by the Board of Trustees and/or Regional Executive. The Secretary shall have authority to act in the same manner and for the same purpose as the secretary of a like or similar corporation.

3.4 TREASURER

The Treasurer shall be custodian of all funds of the Corporation and its Chief Fiscal Officer. Said officer shall maintain the Corporation's financial records in a recognized accounting or bookkeeping manner as directed by the Board of Trustees. The Treasurer shall make monthly reports of the financial transactions and affairs of the Corporation, and shall have all of the same available at all official meetings such reports as have been made and kept for the preceding year. Said officer shall, at Corporation expense, procure a fidelity bond in the amount at least equal to the beginning annual bank balance. Any person unable to procure such bond shall forthwith tender his/her resignation.

3.5 ACTIVITIES DIRECTOR

The Activities Director shall be in overall charge of, and be responsible for, all club events and the keeping and maintenance of all records relevant thereto such as required by the Sports Car Club of America or the Corporation.

3.6 TERM OF OFFICE OF ELECTED OFFICERS

The term of office shall begin on January 1st next following date of election of officers and shall terminate on December 31st of the same calendar year. Except for members of the Board of Trustees, all officers shall serve for terms of one (1) year or until his/her successor is elected and qualified. Should an officer be unable or unwilling to serve out his/her term for any reason, the Board of Trustees shall appoint a successor who shall serve the remainder of his/her term.

3.7 SUPERVISION OF OFFICERS

Persons holding elected offices shall make monthly reports to the Board of Trustees and the general membership and, unless otherwise directed, said reports shall be made at the regular monthly meetings thereof, or as directed by these By-Laws. The Board shall have overall supervision of the officers of the Corporation. The Board, for good cause shown, may suspend any officer from performing the duties or exercising the authority of his/her office. At a regular or special meeting of the Board of Trustees such action shall be taken. The suspension, hereinbefore mentioned, shall be only by concurrence of the majority of the Board of Trustees present and voting, and such suspension shall be effective immediately. Any such suspension by the Board of Trustees shall automatically be deemed to have been appealed to the general membership in the manner set forth in Section 2.9 hereof. The Board shall have the authority to appoint another member of the Corporation to act as an interim officer during the period of suspension, and said interim officer shall have all duties and authority of the office during such period of interim service.

3.8 SIGNATORIES OF CORPORATION ACCOUNTS AND DEPOSITS

Checks of the Corporation shall be signed by the Treasurer of the Corporation, or in the absence of the Treasurer, by the Regional Executive. Any transaction involving any other Corporation deposits, accounts, or property shall require the signatures of any two (2) of the following persons: Treasurer, Regional Executive, Chairman of the Board.

3.9 DISCIPLINE OR EXPULSION OF MEMBERS

The Board of Trustees may, in the same manner set forth in Section 2.5 (d) and 3.7, discipline or expel any member for good cause shown. All procedures therein set forth shall apply with respect to disciplining or expulsion of members, and automatic appeal to the general membership shall apply as set forth in Section 3.7.

SECTION IV--ELECTION OF OFFICERS AND TRUSTEES

4.1 ELECTIONS

The election of officers and the members of the Board of Trustees shall be held at the regular meeting of the membership in October of each year. The Regional Executive, under his powers, shall appoint a three (3) member election nomination committee to be in charge of nomination and election procedures.

4.2 NOMINATIONS

All nominations for elective office shall be from the regular membership in good standing and shall be made from the floor by members of the Corporation in good standing at the September meeting.

4.3 VOTING

Voting for elective offices shall be by printed ballot. Printed ballots shall be mailed by the Secretary to each member in good standing before September 15th of each year. The Secretary shall provide pre-addressed envelopes, and all ballots shall be returned in said envelopes with said envelopes having been signed on the outside by the voting member. Ballots not returned in the pre-addressed envelope with the signature of the voting member on the outside in the manner as prescribed, shall be excluded from consideration and shall not be counted, except that any member may personally hand deliver his/her ballot in a plain envelope bearing his/her signature on the outside thereof. All sealed envelopes containing the voting ballots must be received by the election committee before 8:00 p.m. current local time of the day of the election meeting. Opening of ballots envelopes and counting of the ballots shall be by the election committee only at the October meeting, and in such a manner that the identity of each voter is not disclosed. The results of the election shall be announced at that meeting and published, but without reference to the number of votes received by each candidate. Candidates receiving the greatest number of votes for their respective offices shall be deemed to have been elected.

If with respect to any elected office, the number of valid nominations received does not exceed the number required to fill that office, the procedures set forth in the previous paragraph of this section will not apply. The Secretary shall empower a regular member in good standing to cast one vote for each nominee, and, upon casting such vote, such nominee or nominees shall be elected.

The elected officers and trustees shall take office on January 1st next following their election. In the event the election results in a tie between two or more candidates for any elective office, the Board of Trustees at a special or regular meeting shall, by action of the majority of the Board, break the tie, such action of the Board to be by secret ballot.

SECTION V

5.1 MEMBERSHIP

Any person qualified for membership in the national organization of the Sports Car Club of America shall be deemed qualified for membership in the Corporation.

5.2 HONORARY MEMBERSHIP

Any person who is deemed to have been of outstanding service to the organization, or the community, may be designated an honorary member by majority vote of the Board of Trustees. Such honorary member shall not have voting rights in the Corporation, not be eligible to hold elective office in the Corporation, by reason of such honorary membership.

SECTION VI

6.1 RESIGNATION

Any member of the Corporation may resign his/her membership, but such resignation shall, under no circumstance, entitle the resigning member to a refund of any Corporation dues, assessments, or other payments made to the Corporation in contemplation of membership.

SECTION VII

7.1 MEMBERSHIP MEETINGS

All regular membership and Board meetings of the Corporation shall be held monthly at a place and time approved by the Regional Executive. In the interest of general membership convenience, individual meetings may be changed by action of the Board of Trustees or the Regional Executive.

7.2 NOTIFICATION

The Secretary shall at least seven (7) days prior to any regular meeting, notify the membership, in writing, of the date, time, and place thereof. Notification shall be sufficient if the same is published to the general membership.

SECTION VIII

8.1 CORPORATE PROPERTY

Upon termination of membership all corporate property must, without demand, be turned over to the Regional Executive or such other person as he may designate as custodian of Corporate property.

SECTION IX

9.1 CHANGE OR AMENDMENT OF BY-LAWS

A majority of the Board of Trustees, or any seven (7) members of the Corporation qualified to vote, may propose any change(s) or amendment(s) to the By-Laws. The same must be in writing and signed by the proposers thereof, delivered or mailed to the Secretary, at least two (2) weeks prior to the next regular meeting, or special meeting called for the purpose. The Secretary shall, in writing, notify the membership of the proposed change(s) or amendment(s). At such meeting, the proposed change(s) or amendment(s) shall be read and discussed. Voting thereon must be by printed ballot, mailed within a reasonable time after said meeting, and the manner prescribed in Section 4.3 of these By-Laws. Two-Thirds of the votes cast shall be required for passage of the proposed change(s) or amendment(s).

9.2 PUBLICATION

Each member may receive a copy of these By-Laws at the time he/she becomes a member of the Corporation, upon request. Each copy hereof shall show on its face the date of the latest revision, and each copy must contain all changes or amendments. Such inclusions may be by attachment.

SECTION X

10.1 DUES AND ASSESSMENTS

The Board shall set by resolution the amount of dues, initiation fees, or assessments, and the manner of payment thereof. The same may be changed in the like manner.

ATTACHMENT AND AMENDMENTS TO THE KENTUCKY REGION SPORTS CAR CLUB OF AMERICA BY-LAWS DATED NOVEMBER 6, 1986

The following amendments were recommended and have the approval of the Board and the members in attendance at a stated meeting of KYSCCA.

SECTION II (2.2)

Change the first sentence to read: "The Board of Trustees shall hold a monthly meeting the Monday prior to the general membership meeting."

Add: "The minutes of said meeting shall be read at the following membership meeting."

SECTION III (3.6)

Delete: "but no officer may be elected to more than two (2) consecutive terms in the same office."

[Note from Phil Wells (July 28, 2005)--The dates of the amendments below are not documented in Club records]

SECTION II (2.2)

The original (6 Nov 1986) Kentucky Region SCCA By-Laws, Section 2.2 requires a separate Board of Trustees meeting and a general membership meeting. The purpose of the changes is to allow the Board to consolidate the meetings for convenience.

As published: Section II (2.2) Meetings

The Board of Trustees shall hold a monthly meeting during the week next following the general membership meeting. The time and location of the regular Board meeting shall be announced at the immediately preceding general membership meeting.

Proposed change to read: Section II (2.2) Meetings

There may be a monthly meeting. The monthly Board of Trustees meeting may be in conjunction with the general membership meeting at the discretion of the Board. The meeting dates and sites shall be publicized as appropriate.

SECTION VII (7.1)

As published: Section VII (7.1) Membership Meetings

All regular membership meetings of the Corporation shall be held on the first Thursday of each month at a place to be designated by the Secretary with the approval of the Regional Executive. In the interest of general membership convenience, individual meetings may be changed by action of the Board of Trustees or the Regional Executive.

Proposed change to read: Section VII (7.1) Membership Meetings

All regular membership and Board meetings of the corporation shall be held monthly at a place and time approved by the Regional Executive. In the interest of general membership convenience, individual meetings may be changed by action of the Board of Trustees or the Regional Executive.

SECTION VII (7.2)

As published: Section VII (7.2) Notification

The Secretary shall at least seven (7) days prior to any regular meeting, notify the membership, in writing, of the date, time and place thereof. Notification shall be sufficient if the same is contained in the regular monthly issue of the Downshift or other corporate magazine or newsletter.

Proposed change to read: Section VII (7.2) Notification

The Secretary shall at least seven (7) days prior to any regular meeting, notify the membership, in writing, of the date, time and place thereof. Notification shall be sufficient if the same is published to the general membership.

The KYSCCA By-Laws presently have restrictions on the length of terms for officers, typically two years. As we all recognize, it is becoming extremely difficult to find willing and qualified members to assume these duties. Today's world is very challenging and so are the duties of KYSCCA office. It requires that the person(s) filling positions give many hours of personal time as well as the skills required to accomplish the goals of KYSCCA. The purpose of the following amendments is to remove the term limits mentioned and allow willing and qualified members to continue in office as long as they are willing to serve and the membership continues to elect them.

The language and intent of the amendment is as follows:

Amendment Proposal 2: Delete any and all references to term limits, for all offices, from the Kentucky Region By-Laws.

SECTION II (2.1) Election

Delete the following: "An incumbent may stand for reelection, but no Trustee may be elected to more than two (2) consecutive terms."

SECTION III (3.6) Term of Office of Elected Officers

Delete the following: "An incumbent may stand for reelection, but no officer may be elected to more than two (2) consecutive terms in the same office."

Amendment Proposal 3: To not incur the unnecessary expense of mailing out ballots for uncontested elections of officers and to change the designated publication, we will amend Section IV (4.3) as follows:

SECTION IV (4.3) Voting

Delete: "in *Downshift*:"

Insert: "If with respect to any elected office, the number of valid nominations received does not exceed the number required to fill that office, the procedures set forth in the previous paragraph of this section will not apply. The Secretary shall empower a regular member in good standing to cast one vote for each nominee, and upon casting such vote, such nominee or nominees shall be elected."

Retyped and typographical corrections made on July 28, 2005

Section II (2.5) part (a) Inserted the word "Board" to complete the phrase as written " before the (Board), act as Chairman...."

Section III (3.8) changed "to" to "two" preceding the number 2.

Section III (3.9) changed 307 to 3.7 in reference to the correct Section and Article number.

Section III (3.7) changed "effectively immediately" to "effective immediately".