

The Ohio Valley Region/Sports Car Club of America, Inc. Bylaws

ARTICLE I. Name and Purpose.

Section 1.

Name: The name of the organization shall be **The Ohio Valley Region/Sports Car Club of America, Inc.**

Section 2.

Purposes: The nature of the activities to be conducted and the functions to be carried out are as follows: to promote interest in sports cars and other fine automobiles; to encourage their safe and skillful operation by developing, arranging and regulating closed-circuit road racing, rallying, autocrossing, rallycrossing, and other forms of automotive competition; to disseminate information through news releases and regional publications; and to facilitate related social and recreational activities for the instruction and enjoyment of its members.

Section 3.

Status: Ohio Valley Region/Sports Car Club of America, Inc., shall be a not for profit corporation.

Section 4.

Affiliation: The Ohio Valley Region (Region) shall be a local Region of the Sports Car Club of America (Club), and shall comply with applicable provisions of the Club's Articles of Incorporation, Bylaws, and such rules and regulations as shall be promulgated from time to time by the Club. The Region shall endeavor at all times to maintain in good standing its Regional Charter, issued by the Club. The Region's Board of Directors is entrusted with promulgating such rules and regulations as it deems necessary, by majority vote and approval of said Board, to protect the financial assets and any and all property of the Region, tangible and intangible, as well as conducting the business of the Region, including proposal and/or review of any Amendments to the Region Bylaws and/or Articles of Incorporation.

ARTICLE II. Membership.

Section 1.

Regular Members: Any person interested in and capable of furthering the purpose of the Region shall be eligible for membership as defined by the National Office.

Section 2.

Voting privileges: Regular Members in good standing whose membership dues are current and paid and who have followed the rules of the club shall be entitled to vote on Elections, changes to the Bylaws and any other matter brought to the Membership by the Board. Regular Members under the age of 18 years will not be eligible to vote, nor shall Members under the age of 18 years be eligible to hold Region office.

Section 3.

Dues: The membership year of the Region shall be the same as that fixed by the Club; that is, Regular Members shall be deemed in good standing for one full year after they initially join the Club and the Region. The Club shall mail dues notices to Regular Members, payable on the anniversary date of the initial membership. Members of the Region shall be deemed to be in good standing unless their names have been eliminated from the Club rolls. No refund of dues shall be made under any circumstances. National membership dues shall be fixed by the Club. The Board of Directors shall fix Regional and Dual membership dues.

Section 4.

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Termination and Suspension: A member may resign by letter to the Regional Executive. His/Her resignation shall be effective upon acceptance by the Regional Executive. No refund of dues shall be made under any circumstances. The membership of any member indebted to the Region, or any other region, and delinquent for more than 90 days in such indebtedness, shall automatically lapse, and such member shall thereupon forfeit all dues and fees already paid.

The Board of Directors of Sports Car Club of America, Inc., or the governing body of this Region, may suspend a member at any time for infraction of any Club rule or for any other cause if the suspending body shall deem such action to be in the best interest of the Club. The suspending body shall immediately notify the member in writing of the suspension. The suspended member shall thereafter be entitled to a reasonable opportunity to be heard, in person or through a representative, by the suspending body or a committee appointed by it concerning his/her suspension. The suspending body may thereafter continue the suspension for a definite term; terminate or rescind the suspension; or expel the member. This decision shall be final.

ARTICLE III. Meetings of the Members.

Section 1.

Annual Meeting: An Annual Meeting of the Region, which shall be the Annual Awards Banquet, will be held for the purpose of presenting the reports of officers, committees, and boards, and such other business as may lawfully come before the meeting. The time and place of the Annual Meeting, which will be held within the State of Ohio, shall be established by the Regional Executive and Social Chairperson, subject to the approval of the Region Board of Directors.

Annual Meeting Notice: A written notice of each Annual Meeting stating the place, hour, date and purpose thereof shall be mailed by an officer of the Region to every Regular Member not less than seven (7) days before such meeting. No action shall be taken at any Annual Meeting of the members unless the intention to consider the subject matter has been set forth in the notice of the meeting.

Section 2.

Regular meetings: Regular meetings of the Region, known as Socializers, shall be held at such time and place as the Regional Executive and Social Chairperson designate, subject to the approval of the Region Board of Directors.

Section 3.

Special Meetings: Special meetings of the Region may be called at any time by the Regional Executive or the Board of Directors upon their motion and such meeting shall be held at such time and place as may be designated by said officer, but subject to reasonable notice to the members of the Region.

Section 4.

Board Meetings: Meetings of the Region Board of Directors shall be held once a month and are open to all Members of the Club. Such meetings shall be held at a time and place as designated by the Regional Executive and Social Chairperson. The Region's tradition of holding Board meetings on the second Wednesday of every month should be taken into consideration. The Board Meeting Schedule is subject to approval of the Region Board of Directors.

Section 5.

Special Meetings Requiring a Vote(s): For purposes of this Section, a quorum shall be the

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Region's Regular Members in attendance at said meeting. All actions, except Amendment of the Articles of Incorporation and Amendment of these Bylaws, shall be approved by a majority of those eligible Regular Members present and voting. A quorum, as defined above, is not required for a vote held by mail ballot.

Section 6.

Regular Meetings Requiring a Vote(s): Voting for Regional Executive, Directors, and/or Amendments of the Articles of Incorporation and/or Bylaws shall be made by official ballot as mailed to each member. The completed ballot may be filed with the officer in charge of the meeting or his/her designee, by mail or in person.

Section 7.

Financial Report: On an annual basis the Region shall make the fiscal status of the Region's finances available to the Region Membership.

ARTICLE IV. Elections.

Section 1.

Election Schedule: Elections shall be held in November of each year, and shall be by Official ballot distributed to the membership in accordance with the procedures defined herein.

Section 2.

Elections Officer: The Regional Executive, with the approval of the Board of Directors, shall appoint an Elections Officer for the period of time encompassing the current election. In the event the Regional Executive is unable, the appointment shall be made by the Board of Directors. The Elections Officer shall be responsible for conducting the Election, and shall maintain the results until any subsequent Election is held, should the need to replace a Regional Executive or Director arise in the interim. The physical ballots shall be retained for a minimum of 90 days past the date of the election or recount certification date, after which the physical ballots may be destroyed.

Section 3.

Nominations and Elections: Nominations may be made by any Regular Member in good standing at the September Socializer, or by any other procedure which may, from time to time, be authorized by the Region Board of Directors. At the end of the September Nominations Socializer, the nominations shall be closed by the Elections Officer. All nominees must be present to accept or decline the nomination, unless: said candidate has provided intent to run, in writing, to the Elections Officer; or, said candidate has published intent to run for office by publication of a statement of candidacy in The Observer's Stand. This statement must appear prior to printing and distribution of the Official Ballot. Although not required, it is recommended that at least one member of each of the major areas of the Regions activities, i.e., workers, competition driving, Solo, Rallycross, be represented within elected memberships of the Board of Directors. The Regional Executive and Past Regional Executive will then represent the views, opinions, and concerns of the general membership at Board of Directors meetings.

Section 4.

Eligibility: Regular Members in good standing who shall have been members of the Region for two consecutive years shall be eligible to serve as a Director or Regional Executive. Any Members elected to the office of Director or Regional Executive shall declare Ohio Valley Region as his or her Region of Record.

Section 5.

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Official ballot procedure: At least ten business (10) days before any election requiring official ballots, a notice of such election shall be sent to each Member in good standing with the Region. Such notice shall contain the following instructions:

Instructions for Voting: Only Regular Members and Dual Members in good standing at the time of the election may vote. Any Member under the age of 18 years are not eligible to vote in Regional elections. Voting methods will be determined to according to the Region Operating Manual maintained by the Region Board of Directors.

Section 6.

Expiration of Memberships: Members, whose memberships expire during the month of an election, or during the month immediately preceding any election, must provide verification of their membership status to the Election Officer, by mail or in person.

Section 7.

Publication of Results: Results of all elections shall be published in The Observer's Stand and posted on the Region's web site.

Section 8.

Tie votes: In the event of a tie vote for Regional Executive a majority vote of those voting Members in attendance at the November Election meeting will decide the election. If the re-vote should end in a tie, the vote will be cast by a majority vote of the current officers of the Board.

If there is a tie vote for officers of the Board a majority vote of Members in attendance at the November Election meeting will decide the election. If that re-vote should end in a tie, the current Regional Executive will decide the election.

ARTICLE V. Board of Directors

Section 1.

Jurisdiction: The affairs and property of the Region shall be governed by the Directors consisting of Members of the Region elected in the manner set forth below.

Section 2.

Composition of Board For Voting Purposes: The Board Of Directors shall consist of six (6) Board Members plus the Regional Executive. If there is no immediate past Regional Executive, the Board of Directors shall consist of six (6) elected Board members plus the Regional Executive. Each Board Member shall have one vote for any motion before the Board for consideration. In the event that a Board Member is absent or elects to abstain from voting; or a Region Official elects to vote, then an even number of votes would be cast. To prevent a tie vote, the Regional Executive shall cast a vote.

Section 3.

Disability of Regional Executive or Director: In the event of the death, resignation, lapse of membership, relocation out of the jurisdiction of the Region, or other incapacity of the Regional Executive, the remaining members of the Board of Directors may, by majority vote, declare the office vacant, and replace said Director. In such event, the Board of Directors shall elect a temporary Regional Executive from the existing Board of Directors to serve until a replacement Regional Executive can be elected by the general membership.

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Section 4.

Attendance Requirement: In the event that a Regional Executive or Director misses three (3) consecutive meetings of the Board, such office shall be deemed automatically to have been vacated, subject to consideration of extenuating circumstances and/or approval of the Region's remaining Members of the Board of Directors.

Section 5.

Vacancies: In the event that a Director position becomes vacant, the Regional Executive shall appoint a replacement Director. This appointment shall be the Board candidate who received the highest vote without winning the previous election. The process shall continue with other vacant positions until all candidates are eliminated. The next candidate will be any Member in good standing who will take office upon a vote of concurrence by the remainder of the Board of Directors.

Section 6.

Operation of the Board: The Regional Executive shall serve as Chairman of the Board of Directors.

Section 7.

Treasurer: At its January meeting, the Board shall elect one of its members, other than the Regional Executive, to serve as Treasurer for one year. In the event that the Board is unable to agree on one of its members to serve as Treasurer, a Treasurer shall be selected by the Regional Executive. The Treasurer must be a Member of the Region, for two (2) consecutive years, and shall assume the duties of the office upon a vote of concurrence by the Region Board of Directors. In such event, the Treasurer shall be an Officer of the region.

Section 8.

Assistant Treasurer: At its discretion, the Board of Directors may appoint a Director or Regular Member to serve as Assistant Treasurer for a period of one (1) year. The Assistant Treasurer will be responsible for maintaining the charitable giving account of the Region. The Assistant Treasurer should be familiar with the Region's accounts, and the duties of the Treasurer, in the event of the Treasurer's incapacity or inability to perform said duties, subject to the approval of the Region Board of Directors.

Section 9.

Region Officials: Those officers listed in the Operation Manual shall serve as ad hoc members of the Board of Directors and shall be entitled to vote as Directors with respect to matters concerning their particular areas of responsibility.

Section 10.

Elections and Terms of Board Members: The Board of Directors shall consist of a total of seven (7) Members. Five Members shall be elected to serve on the Board of Directors. Each of these Board Members will serve two-year terms. The sixth Member shall be the Regional Executive (RE) elected as such; and the seventh member shall be the immediate past Regional Executive. In the event that there is no immediate past Regional Executive (that is, if the Regional Executive is re-elected); or, if the immediate past Regional Executive is otherwise unable to serve on the Board, a seventh Director shall be elected by the Membership to a one-year term of office. In the case that a two-year Director's term is vacated, and/or each of the candidates for Regional Executive would, if elected, leave a vacant one-year Director position (sitting Director with one year left in office; or sitting RE, who would leave the Past RE position vacant), the ballot shall allow for an additional vote to be cast for Director. After the two-year director positions are filled, the candidate receiving the next highest vote will fill the vacant one-year term.

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All vacancies on the Board shall be filled by Directors elected for two-year terms. Board members shall serve from January 1, through December 31, of each year. There are no term limits for members of the Region Board of Directors.

Section 11.

Election and Term of the Regional Executive: The Regional Executive shall be elected for a one (2-year) term, and the following year shall serve as a Director on the Board as Past Regional Executive. No Regional Executive may serve more than two (2) consecutive two-year terms (four consecutive years) in office, except under extraordinary circumstances, and only upon approval of the Region's Board of Directors.

ARTICLE VI. Fiscal Year.

The fiscal year of this organization shall be the calendar year.

Article VII. Personal Liability and Indemnification.

Any past or present Director, Officer, employee or volunteer of the Region, or business entity who is doing the business of the Region, with the consent of the Board, in the course and scope of their authority granted by the Board, shall be entitled to indemnification, by the Region for damages as a result of any claim, Suit, Judgment, fine, penalty or settlement for which he/she may have become liable, when acting on the Regions behalf, who becomes liable for negligence, misconduct or breach of contract.

There will be no indemnification if said individual or Business entity is not acting at the direction or consent of the Board. There will be no indemnification of Criminal conduct.

Article VIII. Amendment to Bylaws.

Except as provided in these Bylaws, the Directors or a group of 25 or more of the Regular Members may propose an amendment to the Articles of Incorporation or Bylaws by submitting such proposal, in writing, to the Region Secretary. A proposal submitted by the Members shall be reviewed by a committee of five Members. Four of the Members shall be appointed by the Directors, two of whom are Members proposing the amendment. The fifth member shall be appointed by these four Members, and 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 Articles of Incorporation and Bylaws. The committee shall draft the proposed amendment into suitable language, which is subject to the review and approval of the Region Board of Directors prior to distribution or publication to the Members.

Proposals of either origin shall be submitted to the vote of the entire Membership by mailing notice of the proposal and form of official ballot to all Members and Dual Members in accordance with Article III, Section 5. Each Member and Dual Member shall be entitled to one (1) vote on each proposal submitted to the Membership. If at least two-thirds of the Members voting are in favor of the amendment, it shall be adopted. The Secretary shall publish the result of the balloting in accordance with Article IV, Section 7 of this document.

ARTICLE IX. Audit

A financial audit will be conducted every other year; and in a year where the treasurer has been changed. The audit should be initiated within 3 months of the end of the fiscal year. This will include inspection of the ledgers, checkbook(s), bank account(s), CD(s), and any other financial data. It will also

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include an audit of the cash income sources. This audit shall be performed by a financial professional upon approval by the Board of Directors.

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