

BY-LAWS

Bylaws for the regulation, except as otherwise provided by statute or its articles of incorporation, of CALIFORNIA SPORTS CAR CLUB, Region of Sports Car Club of America.

ARTICLE 1. OFFICES.

Section 1. PRINCIPAL OFFICE. The principal office for the transaction of the business of the corporation **shall be at whatever location the Board of Governors deem appropriate.** The Board of Governors may at any time **or** from time to time **relocate the** office from one location to another.

ARTICLE 2. MEMBERSHIP.

Section 1. There shall be three classes of members, Regular, Life, and Honorary.

Section 2. ELIGIBILITY. All persons interested in furthering the purposes of the club shall be eligible for membership in the club. **Except for life members,** membership in the club shall be restricted to members of the Sports Car Club of America, Inc.

Section 3. . PRIVILEGES OF MEMBERS. Regular members in good standing may hold any offices as they may be elected to, and may participate in all club affairs, subject to obtaining an appropriate license. All licenses for participation in events shall be issued by authority of **SCCA**. Memberships shall be non-transferable. **Life & Honorary** members shall pay no regional dues, and shall receive two passes to club events upon request, not to include social events. **Life members who are also SCCA members shall be entitled to all the privileges of Regular members.**

Section 4.. TERMINATION AND SUSPENSION OF MEMBERSHIP. A member in default of his dues shall be deemed to have terminated his membership and shall thereupon lose his membership privileges. Any member may be suspended or expelled for cause by vote of two-thirds of the Governors present at a meeting of the Board of Governors. Fifteen (15) days previous notice in writing shall be given to a member of any charges preferred against him and he shall be given full opportunity to be heard thereon at a meeting of the Board of Governors. Any member who is suspended or expelled for cause by the Board of Governors may appeal such suspension or expulsion to the next business meeting (regular or special) of the members and such appeal may be determined by a vote of a majority of the members present at such meeting. Written notice of appeal must be delivered to the secretary of the club within **fourteen (14) days** after notice of such suspension or expulsion is mailed to the member at his address as shown on the club records. A suspended member shall lose all privileges of membership (including participation in club affairs and events) during the period of suspension.

ARTICLE 3. MEETINGS OF MEMBERS.

Section 1. ANNUAL MEETING. The annual meeting of members of the club shall be held the second **week** of February of each year, -or at such time, **or place** as may be designated by the Board of Governors. Each member in good standing and present in person shall be entitled to one vote. In addition to the election of Governors, the members shall consider such other business as may be brought before it.

Section 2. SPECIAL MEETINGS. Special meetings of the members for any purpose or purposes may be called by the Regional Executive or by 4 or **more** members of the Board of Governors, and shall be called by the Regional Executive upon written request of 40 or more members. Such meeting shall be held at such time and place as may be designated in the call therefore.

Section 3. NOTICE. Two weeks notice of the annual meeting and five days notice of any special meeting of the members shall be given by mail to each member at his address as it is shown upon the records of the club.

Section 4. QUORUM. A quorum shall consist of 100 members entitled to vote at any annual or special meeting.

ARTICLE 4. GOVERNORS.

Section 1. NUMBER, TERM AND TENURE OF OFFICE. The Board of Governors shall consist of eleven (11) persons, each of whom must be an active member of the club. **Five governors shall be elected in an even numbered year and six shall be elected in an odd number year. Board members are limited to two consecutive terms in office. After two terms the board member shall not run for office again until they have been out of office for a minimum of ten months. A person who has served two terms shall not be re-appointed to office for a minimum of one (1) year unless no other qualified candidates are willing to take the office. All governors shall hold office until their respective successors are elected.**; and must not be an officer or director of any other sports car club, (not to include Sports Car Club of America, Inc. national officers)- **“This section will be superceded by Section 1A in 2001”**.

Section 1A. Change in Board. NUMBER, TERM AND TENURE OF OFFICE

It is the intention to reduce the CSCC Board of Governors to nine (9) members. To implement this the following steps will be taken.

- (1) In the election year 2001, one less governor will be elected, bringing the total number to ten (10).

- (2) In the election year 2002, one less governor will be elected, bringing the total number to nine (9). Thereafter, four (4) or five (5) members will be elected in alternating years.

Board members shall be limited to three (3) consecutive terms in office. After three (3) terms, the board member shall not run for office again until they have been out of office for a minimum of ten (10) months. A person that has served three (3) terms shall not be re-appointed to office for a minimum of one (1) year unless no other qualified candidates are willing to take the office.

Section 2. ELECTION OF GOVERNORS.

(a) Nominations. (1) Any member in good standing (except honorary members) may be nominated for the Board of Governors. A member may be nominated by petitions signed by himself and 25 other members in good standing. Nominating petitions shall be submitted to the club Business Manager between October 1, and October 15 of each year. If a sufficient number of petitions are not received by October 15, then portion (2) of part (a) will apply. (2) On or before October 15 in each year the Board of Governors shall appoint one of their number as Chairman of the Nominating Committee who must, in turn appoint four (4) members (not governors) as members of the Nominating Committee. The Nominating Committee must, by October 31 in each year, submit to the Secretary of the Club, the names of not more than 6 eligible members in good standing who are willing to serve as governors for the ensuing term.

(b) Written Balloting. (1) The ballot shall list candidates in alphabetical order and incumbent members of the Board of Governors shall be so designated. (2) Subject to the provision of paragraph (e) herein-below, on or before November 10th in each year, the secretary shall cause to be mailed to each active member in good standing of the club, a written form of ballot containing the names of the candidates for the Board of Governors nominated by the membership and the Nominating Committee. Each such ballot must be returned on or before December 1st to **an approved counting organization.**

(c) Certification of Election. As soon as practicable after December 1st of each year, the approved **counting organization** shall **tally** the ballots actually received by them by midnight of December 1st **and deliver the results to the Club Secretary only.** The candidates receiving the highest number of votes shall be elected, **per Section 1A.**

(d) **The Board of Governors shall certify the results of the election. If there is no protest of the election, the counting organization shall dispose of the ballots. If the election is protested, the ballots shall be recounted by an independent group. The Club Secretary shall notify candidates of election results.**

(e) Form of Ballots. All ballots must bear the printed name of the member, a certification to the effect that he or she is a regular or life member in good standing of the club, and must bear the usual signature of the member.

(f) Record Date. Only active members in good standing as of October 31st in any given

year shall be privileged to have their ballots counted for the election of governors.

Section 3. POWERS. Subject to **the** limitations in the Articles of Incorporation or in the general non-profit corporation law of the State of California, all corporate powers shall be exercised by the Board of Governors. Without prejudice to such general powers, it is hereby expressly declared that the governors shall have the following specific powers:

(1) To select and remove any and all of the officers, agents and employees of the club, prescribe such powers and duties for them as may not be inconsistent with law, or with the Articles of Incorporation, and to fix their compensation, if any, and to require from them security for faithful service.

(2) To conduct, manage and control the affairs and business of the club and to make such rules and regulations therefore, not inconsistent with law or with the Articles of Incorporation, as they may deem best.

(3) To change the principal office of the club from one location to another; to designate any place within the region for the holding of any governors' or members meeting or meetings, except annual member's meeting, and to adopt a corporate seal.

(4) To **appoint** an Executive Committee and other committees, and to delegate to the Executive Committee any of the powers and authority of the Board of Governors in the **emergency** management of the business affairs of the club. **The Executive Committee shall have any action that they took in emergency situation ratified by the Board.** The Executive Committee shall be three (3) or more governors.

(4a) All committee members, other than Executive Committee or appointed officer, shall serve for a period of one (1) year. Committee members may be appointed for no more than two (2) additional years. The need for each committee, other than Executive Committee, shall be re-evaluated no later than three (3) years after it's inception.

(5) To elect governors in the event of a vacancy in the membership of the Board of Governors, **per Article IV, Section 10.**

(6) Any governor who absents himself from three meetings **in a calendar year; or six meetings during the governors term of office shall be deemed a resignation; this will** include policy and decision portion of said meeting, of the Board.

(7) To direct and prescribe the course of procedure to be followed by the member in the course of any road race or other event sponsored by the club.

(8) To adopt such rules and regulations as may be necessary, provided the same do not conflict with the general non-profit corporation law of the State of California, the Articles of Incorporation or these bylaws.

Section 4. **REGULAR MEETINGS.** Regular meetings of the Board of Governors shall be held once each month. Five days written notice of the time and place shall be given personally to the governors or given or sent to each governor by telephone, mail or other form of written communication, charges prepaid, addressed to him at his address as it is shown upon the records of the club, or if it is not shown upon such records or is not readily ascertainable, at the place in which the meetings of the governors are regularly held.

Section 5. **SPECIAL MEETINGS.** Special meetings of the Board of Governors for any purpose may be called at any time by the Regional Executive or in case of his absence, disability or refusal to act, by any three governors. Written notice of the time and place of the special meeting shall be delivered personally to the governors or given or sent to each governor by telephone, mail or other form of written communication, charges prepaid, addressed to him at his address as it is shown upon the records of the club, or, if it is not shown on such records or is not readily ascertainable, at the place in which the meetings of the governors are regularly held.

Section 6. **WAIVER OF NOTICE.** When all the governors are present at any governor's meeting, however called or noticed, or if a majority of the governors are present, and if those not present sign in writing a waiver of notice of such meeting, whether prior to or after the holding of such meeting, which said waiver shall be filed by the secretary of the Club in the corporate minute book, the transactions thereof are, and shall be, as valid as if had a meeting been regularly called and noticed.

Section 7. **QUORUM.** **Five** governors shall be **present** to constitute a quorum for the transaction of business, except to adjourn as hereinafter provided. Every act of a majority of the governors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Governors. **Two (2) proxy votes, per year, per governor, is allowed in writing.**

Section 8. **ADJOURNMENT.** A quorum of the governors may adjourn any meeting of the Board of Governors to meet again at a stated day and hour; provided, however, that in the absence of a quorum, a majority of the governors present at any meeting of the Board of Governors, either regular or special, may adjourn from time to time until the fixed time for the next regular meeting of the board.

Section 9. **FEES AND COMPENSATION.** Governors shall not receive any salary or fee for their services as governors, but nothing herein contained shall be construed to preclude any governor from serving the club as an officer, agent, employee, or otherwise, and receiving compensation therefor.

Section 10. **VACANCIES.** A vacancy **shall be deemed to exist in case of death, resignation, or removal of any governor, or in the event of a declaration pursuant to Section 3, subsection (6) herein above. Vacancies occurring in the course of any term shall be filled by the candidate from the most recent previous Board of Governors election who received**

the next highest number of votes cast for the election of governors. Should there be no other candidate from such previous election, the governor(s) may appoint a member in good standing to the vacant position. The governor(s) so elected or appointed in this manner shall serve until the expiration of the term of the governor(s) whom they are elected or appointed to succeed..

ARTICLE 5. EXECUTIVE COMMITTEE:

Section 1. NUMBERS AND TITLES. The **Executive Committee** of the club shall be Regional Executive, **Assistant** Regional Executive, a Secretary, a Treasurer **and a Member at Large**. The club may also have, at the discretion of the Board of Governors, one or more Assistant Secretaries, one or more Assistant Treasurers, and such other officers as may be appointed in accordance with the provisions of Section 3 of Article 5. All officers, except such officers as may be appointed in accordance with provisions of Section 3 of this Article shall be governors.

Section 2. ELECTION. The officers of the club, shall be elected by the incoming board at the last meeting of the year for the next term, except such officers as may be appointed in accordance with the provisions of Section 3 or Section 6 of this Article, shall be chosen annually by the Board of Governors, and each shall hold his office until he shall resign or be removed or otherwise disqualified to serve or until his successor shall be elected and qualified.

Section 3. REMOVAL. Any officer may be removed, either with or without cause by a majority **vote** of the Board of Governors at any regular or special meeting. **All Board of Governors and may be subject to a recall election. Recall petitions must be signed by a minimum of 75 regular members.**

Section 4. RESIGNATION. Any officer or Board member may resign at any time giving written or oral notice to the Board of Governors or to the Regional Executive or Secretary. Any such resignation shall take effect at the date specified therein; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5. VACANCIES. A vacancy in any office because of death, resignation, removal, disqualification or other cause shall be filled in the manner prescribed in the bylaws for regular appointments to such office.

Section 6. REGIONAL EXECUTIVE. The Regional Executive shall be the chief executive officer of the club and shall, subject to the control of the Board of Governors, have general supervision, direction and control of the business and affairs of the club. He shall preside at all meetings of the Board of Governors. He shall be an ex-officio member of all standing committees, including the Executive Committee, if any, and shall have the general powers and duties of management as usually vested in the officer of the Regional Executive or Chief Executive of a corporation and shall have such other powers and duties as may be prescribed by the Board of Governors and the bylaws.

Section 7. VICE REGIONAL EXECUTIVE. In the absence or disability of the Regional Executive the Vice Regional Executive shall perform all the duties of the Regional Executive and when so acting shall have all the powers of, and be subject to all the restrictions upon, the Regional Executive. The Vice Regional Executive shall have such other powers and perform such other duties as from time to time may be prescribed.

Section 8. MEMBER AT LARGE. The Member At Large shall be a member of the executive committee, and shall perform other duties as from time to time may be prescribed for him.

Section 9. SECRETARY. The Secretary shall attend all meetings of the Board of Governors and shall keep at the principal office, or such other place as the Board of Governors may order, a book of minutes of all meetings of the Board of Governors, with the time and place of holding, the names of those present, and the proceedings thereof.

Section 10. TREASURER. The Treasurer shall keep or cause to be kept adequate and correct accounts of the properties and business transactions of the club. The books of account shall be at all reasonable times open to the inspection of any member. The Treasurer shall deposit all **monies** and other valuables in the name and to the credit of the club with such depositories as may be designated by the Board of Governors. He shall disburse the funds of the club as he may be ordered by the Board of Governors, shall render to the Regional Executive and governors, whenever they request it, an account of his transactions as Treasurer and of the financial condition of the club, and shall have such other powers and duties as may be prescribed by the Board of Governors or the bylaws. In addition, he shall post bond, at club expense, if required by the Board of Governors.

ARTICLE 6. MEMBERSHIP FEES AND DUES.

Section 1. AMOUNT. The annual or periodical dues of members shall be as fixed from time to time by the Board of Governors.

Section 2. TIME OF PAYMENT. Annual dues shall be paid at such time or times as may be fixed from time to time by the Board of Governors.

Section 3. ASSESSMENTS PROHIBITED. No assessments shall be levied against members.

ARTICLE 7. INDEMNIFICATION OF DIRECTORS AND OFFICERS.

Section 1. No member of this club shall be personally liable for any of its debts, obligation or acts.

Section 2. Each member of the Board of Governors, and each officer of the club, whether or not in office (and his heirs, executors or administrators) shall be and hereby is indemnified by the club against any and all cost and expense (including, but not limited to, counsel fees) reasonably

incurred by or imposed upon him in connection with or resulting from any action, suit or proceeding, to which he may be made a party by reason of his being or having been, a member of the Board of Governors or an officer of this club, including costs and expenses paid in connection with the settlement or compromise of any such action, suit or proceedings; provided, however, that nothing herein contained shall protect or be deemed to protect any such member of the Board of Governors or officer of the club against any liability to the club or its members to which he would otherwise be subjected by reason of willful misfeasance, bad faith, gross negligence or reckless disregard of the duties involved in the conduct of his office. The foregoing right of indemnification shall not be exclusive of others rights to which any member of the Board of Governors or officer of the club may be entitled as a matter of law.

ARTICLE 8. AMENDMENTS.

Section 1. GOVERNORS' RIGHTS. **The Board of Governors shall not have the right to amend these bylaws.**

Section 2. MEMBERS RIGHTS. New bylaws may be adopted or these by-laws may be replaced or amended by the majority of the votes cast by the membership, **or a quorum of members at a meeting shall be considered as 100 voting persons.**