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BY-LAWS

CALIFORNIA SPORTS CAR CLUB REGION OF SPORTS CAR CLUB OF AMERICA, INC.

DRAFT OF 29 JAN. 2010

Bylaws of CALIFORNIA SPORTS CAR CLUB REGION OF SPORTS CAR CLUB OF AMERICA, INC. (the "Corporation" or the "Club")

AMENDED AND RESTATED AS OF _____, 20__

ARTICLE I NAME AND OFFICES

Section 1. NAME AND NUMBER, PRINCIPAL OFFICE, OTHER OFFICES.

(a) The name of the Corporation is CALIFORNIA SPORTS CAR CLUB REGION OF SPORTS CAR CLUB OF AMERICA, INC. The number of the Corporation on file with the Secretary of State of California is 243653 .

Section 2. PRINCIPAL OFFICE. The Corporation's principal office is at 18202 Cal Club Drive, Buttonwillow, 93206 California. The Board may from time to time relocate the office within California.

Section 3. OTHER OFFICES. The Board may establish branch or subordinate offices where the Corporation is qualified to conduct its activities.

ARTICLE II PURPOSES AND LIMITATION

Section 1. PURPOSES. The purposes of the Corporation are set forth in its Articles of Incorporation and to engage in any lawful activity in furtherance thereof.

Section 2. LIMITATIONS.

(a) The Corporation shall not engage in any activity not permitted to be carried on by a Corporation exempt from Federal income tax under Section 501(c)(7) of the Internal Revenue Code. Notwithstanding any other provision of these Bylaws, the Corporation shall not engage in the carrying on of propaganda or otherwise attempting to influence legislation, and shall not participate in or intervene in (including the publishing or distributing of statements in connection with) any political campaign on behalf of any candidate for public

offices. Such limitation shall not be deemed to prevent any member or officer from expressing, joining, or campaigning with regard to political matters in his individual capacity, or indicating his capacity with the Corporation during such activity; provided, however, that Club facilities shall not be used for such purposes and the member or officer makes clear that such activity is not authorized by nor representative of the views of the Corporation.

(b) The property, assets, and income of the Corporation are dedicated to its purposes. No part of the profits or net earnings of the Corporation shall inure to the benefit of its Governors, officers or members or to the benefit of any private individual.

ARTICLE III MEMBERSHIP

Section 1. CLASSES OF MEMBERS. There are five classes of members: Regular, Associate, Family, Life, and Honorary Life.

(a) VOTING MEMBERS, EQUAL VOTING RIGHTS. Regular, Family, Life, and Associate members (“Voting Members”) have equal voting rights. Such members do not vote by class.

(b) RIGHTS AND PRIVILEGES. Except as set forth in these Bylaws, the rights, requirements and privileges relating to each class of membership, other than voting rights, may be modified from time to time by the Board so as to further the purposes of the Club. Life members are members who have served full terms as past Governors of the Corporation, who are current in their membership dues to SCCA, and who by reason of such service shall automatically become life members and shall no longer be obligated to pay Cal Club annual dues.

(c) NEW MEMBERSHIP CLASSES. The Board may establish, authorize or abolish new classes of membership, and establish the voting rights of the members of each class and the applicable dues, fees and other charges for each; provided, however, that the voting rights of any new class shall be set forth in an amendment to, or restatement of, the Bylaws; and provided, further, that the voting rights of any new class of membership shall be approved by the then existing membership in accordance with applicable law and the Bylaws including, without limitation, the provisions of Article X (amendment).

Section 2. ELIGIBILITY. All persons interested in furthering the purposes of the Club shall be eligible for membership in the Club.

(a) SCCA. Voting Members in the Club shall be restricted to individuals who are members of the Sports Car Club of America, Inc. (“SCCA”) and their Family members. Family members of the Club must also have individual or family membership in SCCA. If SCCA shall no longer exist, the Board shall continue this eligibility requirement with any successor or assign to the extent permissible, and if no such successor or assign shall exist, then the Board may establish a dual membership eligibility requirement with any similar racing organization

under such terms and conditions that it deems will further the purposes of the Corporation and which are not otherwise in conflict with the Articles of Incorporation, Bylaws and applicable law.

Section 3. GOOD STANDING/RIGHTS AND PRIVILEGES OF MEMBERS.

(a) Voting Members shall be in good standing if they have paid dues applicable to their respective membership, met the other requirements set forth in these Bylaws or as may from time to time be established by the Board, are not suspended, have not been terminated, and their membership is not expired.

(b) Voting Members in good standing may vote, run for, and hold offices to which they may be elected as provided in these Bylaws.

(c) Voting Members in good standing may participate in all Club affairs and events, subject to obtaining an appropriate license. Licenses for participation in events may be issued under authority of SCCA memberships and shall be non-transferable.

(d) Honorary Life members are members who have served full terms as past governors, or persons who shall be nominated and unanimously approved by the Board in recognition of distinguished contribution to automobile racing, service to or advancement of the purposes of the Club, and shall not be required to pay dues to the Corporation or the SCCA. Honorary Life members shall be entitled to attend and speak at meetings of the membership and upon invitation at meetings of the Board of Governors. Honorary Life memberships shall not expire unless the Board shall specify a lesser duration. Subject to the next sentence, Honorary Life members may receive such other courtesies as the Board may deem appropriate. Honorary Life members shall not be entitled to vote as Club members nor be elected to the Board of Governors by virtue of such Honorary membership; provided however that such members may serve and vote for informational purposes on the Audit Committee describe in Article V, Section 10(a)(ii) and vote on advisory committees described in Article V, Section 10(b), if so authorized by the Board."

(e) Memberships may terminate or expire on such term or conditions applicable to a class as the Board may determine or as provided in the Bylaws. Memberships are not transferable from one person to another and shall expire at the end of their stated term or life.

Section 4. TERMINATION, SUSPENSION AND EXPULSION OF MEMBER.

(a) A member in default in the payment of dues or other fees shall be deemed to have terminated his membership and shall thereupon lose his membership privileges. Payment of the fees or dues in default shall reinstate an otherwise qualified member as of the date full payment is received in good funds. A default in the payment of dues or fees shall not be subject to the procedures set forth in Article III, Section 4(c). Any

determination of such payment failure or default by the appropriate officer of the Corporation is final.

(b) A member may be suspended or expelled for good cause raised by a Governor, officer or member of the Club. The charging party shall provide a written statement setting forth the cause or reasons raised by such member or officer for the proposed suspension or expulsion.

(i) If the cause relates to the safety of Club members or guests, the Regional Executive may summarily suspend the member upon reviewing the cause presented and making such inquiries as the Regional Executive in his sole discretion deems appropriate. Any such summary suspension shall not prejudice the member's right to fair procedure under the following subsections.

(c) The Board shall provide the member subject to suspension or expulsion with not less than fifteen (15) nor more than (60) days advance notice of the date on which the Board or a designated committee of not less than three (3) of the Governors will hear the cause or reasons related to such suspension or expulsion. The member must reply within seven (7) days of the date the notice is given that the member is contesting the cause, and the member shall be given the opportunity to be heard at least five days before any suspension is effective, other than a summary suspension made in the interest of safety under Article III, Section 4(b)(i). In the case of summary suspension under Article III, Section 4(b)(i), upon a member's written request, the Board shall make reasonable efforts to expedite such hearing. A member's failure to timely contest the cause or to appear at a scheduled hearing shall result in suspension or expulsion as determined by the Board without the need for additional hearing. The Board or Committee may adjourn and continue any hearing to a date certain or to a reasonable but not then specified date, if no decision can be rendered within the time available. The Board or Committee shall make its decision known within a reasonable time of the hearing, and if suspension is warranted shall set forth the period of suspension, after which period the member may reapply for membership without prejudice. A suspended member may not vote, hold office, attend or participate in events and affairs of the club, nor exercise any other right or privilege of membership unless the terms of the suspension expressly provide otherwise. In the case of expulsion, the expelled member shall not be entitled to reapply for membership and all rights and privileges or membership shall be revoked. Expulsion or suspension shall not entitle the party to a refund of Club dues or fees paid.

(i) No member shall be entitled to counsel as a right at any such hearing or permitted appeal. The member may contest the cause in person, by written presentation, or by both, and may additionally present witnesses, examine and present evidence, and be permitted to ask questions of those presenting evidence or charges at the hearing.

(ii) The committee or the full Board, as the case may be, shall act in good faith and in a fair and reasonable manner and shall make a determination regarding the suspension or expulsion by a vote of 2/3 of those present at the hearing. The hearing body may

control its procedures and hear evidence or testimony from the member or others who may have knowledge. No legal rules of evidence or specified procedure shall otherwise be required. The guiding principle shall be a fair opportunity for the member to know the nature of the cause against him, to examine the evidence, and to present, question and respond to the cause and evidence presented.

(iii) If requested by the member at the inception of the hearing, the Board shall set forth its findings and the reasons for any expulsion or suspension in writing.

Section 5. APPEAL. If the hearing is held by a committee of the Board, a member who is suspended or expelled, may appeal such suspension or expulsion to the full Board before the next meeting (regular or special) of the Board in writing stating the grounds which the previous decision was erroneous. If the appeal is accepted by the Board the member may appear before the full Board within a reasonable time designated by the Board to make argument concerning such reasons, but shall not have the right to present additional evidence. No Governor shall be disqualified from participating or voting either in committee or on the Board by reason of having been a witness or participant in events or circumstances leading to the charge or action of suspension or expulsion, or by having participated in any previous committee vote on the suspension or expulsion. Any court action challenging an expulsion of a member, suspension or termination of membership including a claim alleging defective notice must be commenced within one (1) year of the expulsion, suspension or termination.

ARTICLE IV

MEETINGS OF MEMBERS

Section 1. ANNUAL MEETING. The annual meeting of members of the Club shall be held at the principal office of the Corporation on the first Saturday of _____ of each year, or at such other time and place within California as may be designated by the Board by notice to members as provided in Section 3 of this Article and may treat such matters as are properly noticed under such section, or as otherwise may properly be brought before the meeting.

Section 2. SPECIAL MEETINGS. Special meetings of the members for any purpose or purposes may be called by the Regional Executive, the Chair or by three (3) or more Governors of the Board, and shall be called by the Regional Executive upon written request of 40 or more Voting Members. Such meeting shall be held at the date, time and place in California designated in the notice given in accordance with Section 3 notice provision of this Article. No business other than business that is noticed shall be conducted at a Special Meeting.

Section 3. NOTICE OF MEETING. Notice of any meeting of the members requiring or permitting any action by members described in Section 11 of this Article, or at a Special Meeting, shall be given not less than 10 nor more than 90 days before the date of the meeting to each member who on the record date for notice of the meeting is entitled to vote thereat and if the noticing party elects, to all Honorary members; provided that, if mailed, and such notice is not mailed by First Class, Registered or Certified mail, then such notice shall be given

not less than 20 days prior to the meeting. The notice shall state the general nature of the business to be transacted, the proposals for permitted or required action, and may be given as provided and permitted under Article X, Section 3 (methods of giving notice).

Section 4. QUORUM. Any member shall be entitled to attend regular and special meetings of the members. A quorum permitting the conduct of business shall consist of 5% of the Voting Members entitled to vote on the record date being present at any annual or special meeting.

Section 5. ENTITLEMENT TO VOTE AT MEETING, MANNER OF CASTING VOTES AT A MEMBER MEETING. Each Voting Member in good standing as of the record date shall be entitled to vote. Voting may be by voice or ballot of Voting Members present, except that any election of Governors at a meeting must be by ballot providing for confirmation of membership if demanded by any member before the voting begins. No voting by proxy shall be permitted.

Section 6. ENTITLEMENT TO VOTE, RECORD DATE.

(a) For purposes of identifying the Voting Members entitled to notice of any meeting, for a quorum, to vote, to give consent or waive and Honorary members entitled to attend and speak; the Board may fix, in advance, a "record date" for notice, vote, or action without a meeting. Only Voting Members in good standing as of the record date shall have the right to receive notice, be counted to determine a quorum, to vote, consent or waive such right. Honorary members in good standing may receive notice and speak, as determined by the Board, but shall not vote, be counted toward quorum, and shall have no right to consent or waive regarding any matter.

(b) If not otherwise determined by the Board, the record date for:

(i) voting at a meeting shall be the business day immediately preceding the giving of notice of the meeting.

(ii) consent or waiver shall be the date on which the action for which consent is sought took place, or if no action has been taken, then the date on which the first consent, or waiver is received.

(iii) the election of Governors pursuant to Article VI, Sections 1 and 2, shall be October 30.

Section 7. APPROVAL BY MAJORITY VOTE. If a quorum is present, the affirmative vote of a majority of those Voting Members in good standing and present, shall be the act of the members, unless the vote of a greater number, is required by the California Nonprofit Corporation Law. The Voting Members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjourned, even if Voting Members have withdrawn so as to leave less than a quorum if the action (other than adjournment) is approved by Voting Members that would constitute a majority under the required quorum.

Section 8. WAIVER BY ATTENDANCE. A Voting Member’s attendance at a meeting shall constitute a waiver of notice of that meeting and count toward the quorum, unless such member objects at the beginning of the meeting to the transaction of any business because the meeting was not lawfully noticed or convened.

Section 9. NO PROXIES, NO CUMULATIVE VOTING. Members shall not be entitled to vote by proxy. Members shall not be entitled to cumulate their votes where there are multiple candidates for the Board or other office.

Section 10. NOTICE OF CERTAIN AGENDA ITEMS. Approval by the Voting Members of any of the following proposals, other than by unanimous approval of Voting Members in good standing, is valid only if the notice or written waiver of notice states the general nature of the following proposals:

- (a) Removing a Governor without cause
- (b) Amending the Articles of Incorporation, which shall be further and independently subject to the provisions contained therein;
- (c) Amending the Bylaws,
- (d) Electing to wind up or dissolve the Corporation.

ARTICLE V

BOARD OF GOVERNORS

Section 1. CORPORATE POWERS EXERCISED/DELEGATED BY THE BOARD OF GOVERNORS. The Corporation shall have a board of directors known as the Board of Governors (“Board”) and subject to applicable limits in the Articles of Incorporation or Bylaws relating to action that must be approved by the members; the activities and affairs of the Corporation shall be conducted and all corporate power shall be exercised by or under the direction of the Board. The Board may delegate the management of the Corporation to any person, management company, or committee, provided that the activities and affairs of the Corporation shall be managed and all Corporation powers shall be exercised under the ultimate direction of the Board. Elected member(s) of the Board are referred to as Governor(s).

Section 2. POWERS. Subject to limitations in the Articles of Incorporation , these Bylaws, the California Nonprofit Corporation Law, or other applicable law of the State of California, all corporate powers shall be exercised by the Board. Without prejudice to such general powers, it is hereby expressly declared that the Board and the Corporation shall have the following specific powers to:

- (a) At any time to create and abolish offices of the Club, 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 Bylaws, and to fix their compensation, if any.

(b) Conduct, manage and control the affairs and business of the Club and to make such rules and regulations therefore, not inconsistent with applicable law, the Articles of Incorporation and Bylaws, as their reasonable judgment may determine.

(c) Establish and change the principal office of the Club as provided under Article I, Section 3 of the Bylaws.

(d) Utilize any method permitted under law for the holding of any Governors' or member meetings, and to adopt a corporate seal and other Club insignia, names or marks, and to sell or license such insignia, names or marks on behalf of the Club as permitted by applicable law and tax rules.

(e) Make, supplement, and amend rules and criteria applicable at any road race, social event or other activity sponsored by the Club.

(f) Adopt such rules and regulations as may be necessary to the purposes of the Corporation provided that the same do not conflict with applicable California Nonprofit Corporation Law, the Articles of Incorporation, or these Bylaws.

(g) Issue, purchase, redeem, receive, take or otherwise acquire, own, sell, lend, exchange, transfer or otherwise dispose of, pledge, use and otherwise deal in and with its own memberships, bonds, debentures, notes and debt securities.

(h) Pay pensions, and establish and carry out pension, deferred compensation, saving, thrift and other retirement, incentive and benefit plans, trusts and provisions for any or all of its officers, employees, and persons providing services to it or any of its subsidiary or related or associated corporations, and to indemnify and purchase and maintain insurance on behalf of any fiduciary of such plans, trusts, or provisions.

(i) Issue certificates evidencing membership in accordance with the provisions of Code Section 7313 and issue identity cards.

(j) Assume obligations, enter into contracts, including contracts of guarantee or suretyship, incur liabilities, borrow or lend money or otherwise use its credit, and secure any of its obligations, contracts or liabilities by mortgage, pledge or other encumbrance of all or any part of its property and income.

(k) Participate with others in any partnership, joint venture or other association, transaction or arrangement of any kind whether or not such participation involves sharing or delegation of control with or to others.

(l) Act as trustee under any trust incidental to the principal objects of the corporation, and receive, hold, administer, exchange, and expend funds and property subject to such trust.

(m) Carry on a business at a profit and apply any profit that results from the business activity to any activity in which it may lawfully engage, subject to applicable tax law.

(n) Establish maintenance, admission, transfer fees. Set the annual or one time membership dues, other fees, charges, or payments related to membership, events, activities and competitions,

(o) Establish and modify the rights, privileges, duties, and responsibilities of members or any class of members; provided, however, that the Board may not change the voting rights of members or add new classes of voting members except as provided under Article X (amendments and limitations on Board).

Section 3. NUMBER. The Board shall consist of nine (9) persons who shall hold office until their respective successors are elected and the successor term commences.

Section 4. TERM, STAGGERED TERMS, AND TERM LIMITS. Four Governors shall be elected in even numbered years and five shall be elected in odd numbered years. Governors are limited to three consecutive terms in office. After three terms, a Governor may not be elected to such office again until the member has been out of office for a minimum of twelve consecutive months. A Governor that has served three consecutive terms without a 12 month period in which the Governor is out of office shall not be appointed to fill an unexpired term arising from any vacancy on the Board unless no other qualified candidates is willing to complete such term. In the case of a permitted appointment under the previous sentence, the 12-month period in which in such member is required to be out of office prior to standing for further election or appointment shall recommence upon the expiration of the appointed term.

Section 5. QUORUM AND ACTS OF THE BOARD.

(a) A majority of the Governors in office shall be present at the commencement of a meeting of the Board to constitute a quorum for the transaction of business, except to adjourn as hereinafter provided.

(b) 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 other than amendment of these Bylaws which must have an affirmative votes of 8 Governors and be ratified as provided under Article X. No Governor may hold or vote a proxy of another Governor.

(c) Governors shall not be entitled to vote on any matter in which they have a financial interest or that shall confer a financial benefit to themselves or their family members that is not available to all Club members on the same generally applicable terms, and shall absent themselves from any vote that may confer such benefit. The absence of a Governor from the portion of a meeting dealing with such benefit shall be excused and shall not negate any quorum necessary to conduct a vote on such matter.

(d) Once commenced with a quorum, the meeting may continue to transact business by majority of those present regardless of a walk out or other interim absence of a Governor.

(e) Except as provided in the last sentence of this subsection (e), the Board may ratify, waive, or take any other action permitted to be taken by the Board under law and the Bylaws, by unanimous written consent of the Governors. Such consents shall be signed, may be in any reasonable form, may utilize counterparts, and shall be maintained in the minute book of the Corporation. No action of the type described in Article V, Section 5(c) (financial benefit) may be approved by unanimous written consent of the Governors.

Section 6. ADJOURNMENT. A quorum of the Governors may adjourn any meeting of the Board to meet again at a stated day and hour and shall give notice thereof to Governors not present on adjournment; provided, however, that in the absence of a quorum, a majority of the Governors present at any meeting of the Board, either regular or special, may adjourn until the time fixed for the next regular meeting of the Board.

Section 7. VACANCIES FILLED BY BOARD.

(a) Except for a vacancy created by the removal of a Governor by the Board or membership, the Board may fill by approval a vacancy on the Board caused by death, resignation, or incapacity with a qualified member. If the number of Governors then in office is less than a quorum, then approval may be by unanimous written consent or by a majority vote of the Governors then in office at a meeting held pursuant to notice or waiver of notice in compliance with Code Section 7211, or by the sole remaining Governor if such be the case. The Governors may review the results of the previous election for purposes of filling vacancies. The Governor(s) appointed under this Section 7(a) shall serve until the expiration of the term of the Governor(s) whose position(s) has become vacant.

Section 8. QUALIFICATIONS OF GOVERNORS. Governors must be Voting Members, in good standing and not be officers, directors, or governors of any other sports car club; provided, however, that the Governors may hold national offices in SCCA, its successors and assigns.

Section 9. REMOVAL FOR CAUSE.

(a) The Board may declare vacant the office of a Governor who has been declared of unsound mind by a final court order, convicted of a felony, found in breach of a duty under Section 7238 regarding a corporation holding assets in charitable trust by a final order or judgment of any court, missing the number of meetings provided in Section 9(b), immediately below; or who fails or ceases to meet the qualifications in Section 8, immediately above, or as in effect at the beginning of the term at issue.

(b) A Governor with three unexcused absences from Board meetings (or the policy and voting portion of such meeting) in a calendar year, or from six meetings during the

Governor's term of office shall be deemed to have resigned from the Board. The Secretary shall be charged with recording absences and later notation in the minutes of the Club as to whether such absences were determined by the other members of the Board to be unexcused. Without limitation, absence from a meeting shall be deemed unexcused if advance notice of absence has not been provided to the Secretary or Regional Executive, except upon good cause shown.

(c) Other than as provided in this Section 9 (removal for cause) or under the Code, a Governor may not be removed prior to the expiration of the Governor's term unless the Governor was designated or selected by the Board to fill a vacancy.

Section 10. COMMITTEES OF THE BOARD. The Board may establish and dissolve committees and appoint persons thereto subject to the following provisions:

(a) **COMMITTEES WITH AUTHORITY OF THE BOARD.** The Board may, by resolution adopted by a majority of the number of Governors then in office, create one or more committees, each consisting of two or more Governors and specified officers of the Corporation who are Governors shall be members of such Committees. Committee members shall serve for a term of one year subject to pleasure of the Board. The Board may appoint one or more Governors as alternate Governors for any such committee who may replace any absent member at any meeting of the committee. Such committees shall have all authority of the Board except as such may be restricted under Code Section 7212(a)(1)-(8). Such committees shall consist of at least the following:

(i) *Executive Committee* consisting solely of Governors and numbering at least three including, if a Governor, the Regional Executive and Treasurer. The Executive Committee shall have such power and authority as the Board may delegate and as permitted under law, and for the emergency management of the business affairs of the Club. The Executive Committee shall request that actions taken in an emergency situation be ratified by the Board.

(ii) *Audit Committee* which shall not consist of paid staff, the Regional Executive nor the Treasurer. The Audit Committee shall be responsible for recommending to the Board the engagement, retention, or termination of the accountants and auditors, if any, and shall confer with such auditors, accountants and staff to satisfy its members that the Corporation's financial affairs are in order. The Audit Committee shall accept or reject any audit, assure the independence of the Corporation's auditors and accountants, and approve non-auditing services provided to the Corporation by its auditors. The Audit Committee shall consist solely of Governors unless the Board determines, or the members of the audit committee request, appointment of advisory members who are not Governors, or who may not be members of the Corporation, but who have financial expertise or experience deemed valuable to the function of the Audit Committee. The Board may authorize such advisory members to vote for informational purposes on matters before the Audit Committee and on recommendations to the Board, but only the votes of Audit Committee members who are Governors shall be counted in determining the actions of the Audit Committee.

(iii) The quorum, number of meetings, and internal operations of such committees may be determined by the Committees or by the Board, as the Board shall determine.

(b) OTHER COMMITTEES. The Board may establish any number of other committees of two or more persons to serve at the pleasure of the Board and advise the Board on such issues and matters as the Board may determine. The Board may set requirements for qualification, quorum, voting and other internal matters for such committees as the Board may determine, or may delegate such internal authority to such committees as it determines. Membership in such committees shall consist of at least two Governors except as provided in Article VI, Section 1(b) for the Nominating Committee. Such committees may also consist of members who are not Governors, and nonmember lay persons as authorized by the Governors. Such committees may be established, without limitation, for purposes of nominating Governors, setting standards, improving or creating competitive and social events, fund raising, expanding membership, providing technical, electronic transmission, information technology, automotive, racing and other specialized advice to the Governors, and for such other special or *ad hoc* purposes as the Board may determine.

Section 11. REGULAR MEETINGS. Regular meetings of the Board shall be once a month and may be held without notice if the time and place of the meetings are fixed by the Board, or if set by resolution at the previous regular meeting for a particular date, or noticed as provided for Special Meetings.

Section 12. SPECIAL MEETINGS. Special meetings of the Board shall be held upon four days' notice by first class mail, 48 hours notice when delivered personally or by telephone including voice messaging or by electronic communication permitted under Code Sections 20 or 21 and as permitted under Article XI (notice). Special meetings of the Board may be called by the Regional Executive, of a Governor, or by the Chair at any time for any purpose or in case of the absence, disability or refusal to act by the Regional Executive or Chair, then by any three Governors.

Section 13. WAIVER OF NOTICE. When all the Governors are present at any Board meeting, however called or noticed, or if a majority of the Governors are present and if those not present sign a written waiver of notice of such meeting, whether prior to or after such meeting, with said waiver to be filed by the Secretary in the corporate minute book, the transactions thereof are, and shall be, as valid as if had a meeting been regularly called and duly noticed.

Section 14. PARTICIPATION AND PRESENCE. A Governor may participate and be present in a meeting as provided Article 11(defining presence).

Section 15. 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 other than Regional Executive (prohibited under Article VII, Section 4(a), agent, employee, contractor or other service provider, and receiving

compensation therefore; provided that such compensation is authorized in accordance with Article V, Section 5(c) (financial interest), and is fair and reasonable. A Governor may also receive, a reasonable expense reimbursement, in the form of a per diem or mileage, as authorized by the Board.

ARTICLE VI

ELECTION OF GOVERNORS

Section 1. NOMINATION. Voting Members in good standing may be nominated for the Board. Honorary members may not be nominated or elected to the Board; but, if authorized by the Board, may cast votes on the committees of the Board as authorized under Article V, Section 10(a)(ii) (Audit Committee), Article V, Section 10(b) (advisory boards).

(a) A Voting Member may be nominated as Governor by petitions signed by himself and 25 other members in good standing. Nominating petitions shall be submitted to the Club manager or Board designee between October 1, and October 15 of each year.

(b) Prior to October 15, the Board shall appoint one of their number to serve on and form a Nominating Committee including such Governor, and if no such Governor shall have been appointed in timely fashion, then the Regional Executive, or Chair (depending on whether the Regional Executive is a Governor) shall serve on and form the Nominating Committee if required.

(c) If a sufficient number of petitions from qualified candidates are not received by the Board designee by October 15, four (4) additional members who are not Governors shall be appointed to the Nominating Committee by the Governor forming the Nominating Committee.

(d) The Nominating Committee shall, by October 31 in each year, submit to the Club manager or Board designee the names of a sufficient number of Voting Members in good standing who are qualified and willing to be candidates and serve as Governors for the ensuing term to fill all upcoming vacancies on the Board; provided, however, that the total number of nominees named by the Executive Committee shall not exceed the existing number of vacancies plus one more nominee. Members of the Nominating Committee shall not be prohibited from becoming candidates for Governor by reason of having served on the Nominating Committee.

Section 2. BALLOTING AND ELECTION OF GOVERNORS. Written balloting is authorized as a method for the election of Governors.

(a) The ballot shall list candidates in alphabetical order and incumbent Governors shall be so identified. All written ballots shall also indicate the number of responses needed to meet the quorum requirement for the passage of any matter (except for ballots soliciting votes for the election of Governors), and shall state the percentage of approvals necessary to pass any other measure submitted. The ballots must specify the time by which

they must be received by the Corporation in order to be counted. Only Voting Members in good standing as of the record date, or October 30 if the Board does not designate a record date, in any given year, may vote for the election of Governors.

(b) Subject to the provision of Article IV, Section 6 (record date), on or before November 10th in each year, the Secretary or other Board designee shall cause a written form of ballot to be mailed to each Voting Member in good standing. The ballot shall contain the names of the candidates for the Board nominated by the membership and/or the Nominating Committee.

(c) Each such ballot must be returned on or before December 1st to an independent counting organization designated by the Board in the ballot. If the ballot is not timely received, it will not be eligible for counting.

(d) To be counted, each returned ballot must contain the printed name of the Voting Member, a signed or facsimile of the usual signature of the Voting Member certifying the Voting Member's SCCA membership number and that he or she is a Regular, Associate Family, or Life member in good standing of the Club.

(e) Each Voting Member shall have one vote to cast for each vacancy to be filled and shall cast only one vote for each candidate. As provided by Article IV, Section 9, a Voting Member may not cumulate the member's votes in favor of a particular candidate or candidates or give another member a proxy. A Voting Member may abstain from voting for any of the candidates and such abstention shall not affect the remaining votes of the member. Approval of other actions by written ballot shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the action at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

Section 3. CERTIFICATION OF ELECTION. As soon as practicable after December 1st of each year, the designated counting organization shall count the votes timely received as of December 1st by the counting organization and deliver the results to the Board's designee or to the Board if no designee is set forth.

(a) The candidates receiving the highest number of votes shall be elected to the vacancies as Governors. The Secretary or other Board designee shall notify the candidates and members of the results of the count as soon as possible.

(b) If no Voting Member shall protest the election in writing directed to the Secretary or to all of the Governors setting forth the grounds of protest within 15 days of the notification under subsection (a), immediately above, the Board shall promptly certify the election results and the installation of the elected Governors shall take place as of the first business day of the next calendar year.

Section 4. PROTEST. Any Voting Member or candidate may protest the election. Protest must be received by the Secretary or Regional Executive prior to the installation of the elected Governors in the new year and state the grounds as then known or believed for the protest. If the election is protested, the existing Governors not standing for election may consult the protesting party, the candidates and others of their choosing and shall determine by majority if there is reasonable cause to believe that the balloting may be materially inaccurate on the grounds stated in the protest or that the ballots have otherwise been incorrectly counted. Upon such determination, the ballots shall be recounted by an independent accounting firm chosen by the counting organization, or if the protest shall involve the counting organization, then the Governors not standing for election shall select by majority an experienced counting organization unaffiliated with the previous organization to recount the results. Each candidate may designate a representative to observe the recount. Such Governors may, if they deem it relevant to the accuracy of the initial count, authorize the new organization to contact all or a sample of members as to the accuracy or completeness of the matters set forth in Article VI, Section 2(d) that might affect the validity of the vote. But no vote shall be permitted to be changed but only counted or not counted by reason of such contact. The Club Secretary shall notify the candidates and members of the results of the recount as soon as possible, which recount shall be deemed final. The Board shall promptly certify the results of the ballot recount and the installation of the elected Governors shall take place as of the first business day of the year following the Board certification or as soon thereafter as is practical.

(a) The counting organization responsible for the final result shall dispose of the ballots after such certification unless a protest has been filed. If a protest has been filed the Board shall authorize the retention and safekeeping of the ballots for one calendar year from the date of the election after which, in the absence of a court order preventing destruction, the ballots may be destroyed.

Section 5. ELECTRONIC ALTERNATIVES TO MEMBER NOMINATING, VOTING, BALLOTING, MEETING PARTICIPATION, AND NOTICE BY MEMBERS AND GOVERNORS.

(a) **MEMBERS.** The Board may by from time to time by resolution approve nominating, voting and balloting, meeting, participation, notice and other communications required or permitted, by methods of video participation and electronic transmission by or to the Corporation under Code Sections 20 and 21, before or after it appoints and charges special or *ad hoc* committees to investigate the advantages, disadvantages and mechanics thereof. Such committees may recommend to the Board methods of communication and transmission with regard to members as will reasonably assure or facilitate member participation, voting, accurate nomination of candidates, verification of balloting by Voting Members in good standing, correct tabulation of votes, generation of tangible records that can serve as the basis of an audit of any vote by a reputable counting organization. Such committees may report on electronic methods of announcement, consent, delivery, receipt, and confirmation, and evaluate the methods that will meet or advance stated Board objectives in compliance with Code Sections 20 and 21 and other applicable law.

(b) GOVERNORS. If so authorized by the Board, telephonic and video meeting and electronic transmission methods may in form and substance be applied to the meetings, actions and votes of the Governors and related notices, consents or waivers, as permitted under Code Sections 20 and 21, and Article XI of these Bylaws, if not otherwise prohibited by law, without appointment of any committee of the type contemplated in Section 5(a), immediately above.

Section 6. VACANCY FILLED BY MEMBERS. The Voting Members may elect a Governor at a properly noticed meeting to fill a vacancy not filled by the Governors or a vacancy created by removal of a Governor by the Board.

ARTICLE VII OFFICERS

Section 1. NUMBERS AND TITLES. The Officers of the Club shall be nominated and approved by the Board and shall consist of:

- (a) The Regional Executive who shall be comparable to a chief executive officer or president.
- (b) A Secretary.
- (c) Chief Financial Officer and/or Treasurer.
- (d) Officers may, but need not, be Governors.
- (e) At the discretion of the Board, one or more assistant Regional Executives, Vice Chairs, Secretaries, Treasurers, Financial Officers, and such other offices as may be created and appointed in accordance with the provisions of Article V, Section 2 (Powers of Board).

Section 2. APPOINTMENT. The officers of the Club shall be chosen annually by the Board except as may be necessary under Section 3 of this Article, and each shall hold office for a term of one year or at the pleasure of the Board. No employed officer shall have an employment agreement for a term in excess of one year, but such an agreement may be separately voted upon and renewed any number of times by the Board.

Section 3. REMOVAL, RESIGNATION, AND OTHER VACANCY. Any officer may be removed, either with or without cause, by a majority vote of the Board at any regular or special meeting. Any officer or Board member may resign at any time giving written or oral notice to the Board 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. The provisions of this section shall not nullify any employment or other agreement with an officer.

Section 4. REGIONAL EXECUTIVE. The Regional Executive shall be the chief executive officer of the Club and shall, subject to the control of the Board, have general supervision, direction and control of the business and affairs of the Club and shall have such other powers and duties as may be prescribed by the Board .

(a) If the Regional Executive is a Governor, the Regional Executive shall not be compensated, shall preside at all meetings of the Board and shall be an ex-officio member of the Executive Committee. A Regional Executive who is a Governor shall serve as Chair and retain the right to vote on all matters except as provided under Article V, Section 5(c) (financial interest) and on his or her removal as Regional Executive.

If the Regional Executive is not a Governor, then the Board shall select one of the elected Governors to be Chair of the Board.

(b) If the Board determines that business considerations warrant professional management of the Club; then subject to subsection (c) immediately below, the Board may select and hire a Regional Executive under such terms and with such compensation package as the Board determines to be reasonable given business conditions then existing.

(c) If the Regional Executive is compensated for his or her services, the Regional Executive shall be a Voting Member of the Corporation, but shall not be nor be eligible to become a Governor while compensated as Regional Executive. If the Regional Executive is not a Governor, the Regional Executive may attend meetings of the Board, *ex officio*, at the request of the Board, but shall not be entitled to vote as a Governor.

Section 5. SECRETARY. The Secretary shall attend all meetings of the Board and shall keep at the principal office, or such other place as the Board may direct, a book of minutes of the Board with the time and place of all meetings, the names of those present, and the proceedings thereof.

Section 6. TREASURER. The Treasurer shall serve as the chief financial officer if there is no such named office and occupant, and shall keep or cause to be kept adequate and correct accounts of the properties and business transactions of the Club and maintain the requisite records at the principal office of the Club unless a chief financial officer shall be designated for such function.

ARTICLE VIII

BOOKS AND RECORD AND REPORTS, MAINTENANCE, DELIVERY, AND LOCATION AND ACCESS

Section 1. MAINTENANCE OF CORPORATE RECORDS. The Corporation shall keep and maintain at its principal place of business:

(a) Adequate and correct books and records of account.

- (b) Original or copies of the Articles and Bylaws.
- (c) Minutes in written form of the proceedings of the Board and committees of the Board.
- (d) A record of members, their names and addresses, and the class of Membership held.

Section 2. ANNUAL REPORT. In any year in which the Corporation's gross revenue shall equal or exceed \$10,000, the Board shall cause the Corporation to prepare an annual report not later than 120 days after the close of the fiscal year, and shall provide that its members are notified of their right to receive such financial report promptly upon such request. The annual report must contain:

- (i) a balance sheet at the end of the fiscal year, income and cash flow statements for such year;
- (ii) a statement of the place where the names and addresses of the current members may be found;
- (iii) information as to covered transactions and indemnification under Code Section 8322(a),

(b) The information identified under Article VIII, Section 1, (e)(iii), immediately above, shall be mailed or delivered as otherwise provided by the Board to all members within 120 days after the close of the Corporation's fiscal year.

(c) The Board may authorize the posting on the Club website of any and all or part of the above in addition, but not in lieu, of the maintenance of records as described above.

Section 3. INSPECTION BY GOVERNORS/MEMBERS.

(a) Every Governor shall have the absolute right at any reasonable time to inspect all books, records and documents of every kind and the physical properties of the corporation and the records of each of its subsidiary corporations. This inspection by a Governor may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

(b) A member may do either or both of the following:

(i) inspect and copy the record of all the members' names, addresses and voting rights, at reasonable times, upon five business days' prior written demand upon the corporation ; or

(ii) obtain from the secretary of the corporation, upon written demand and tender of a reasonable charge, a list of the names, addresses and voting rights of those members entitled to vote for the election of Governors, as of the most recent record date for which it has been compiled or as of a date specified by the member subsequent to the date of demand. The membership list shall be made available on or before the later of ten business days after the demand is received or after the date specified therein as the date as of which the list is to be compiled.

Either demand made above under (b) shall state the purpose for which the inspection or list is demanded.

(c) The Board or its designee may deny inspection or access to such list, if:

(i) it reasonably believes that the information will be used for another purpose, or

(ii) where it delivers within 10 business days after receipt of demand, a reasonable, timely and written alternative to achieve the purpose identified in the demand.

(d) A rejection of the Corporation's alternative offer under c(ii) above must be in writing delivered within 10 business days after the member's receipt of the proposed alternative, and indicate the reasons that the alternative does not meet the purpose of the demand for inspection or for the list of members.

(e) The rights of the member to inspection under this Section 2 shall not be in derogation other such rights provided under law or by the Board.

ARTICLE IX

INDEMNIFICATION OF GOVERNORS AND OFFICERS

Section 1. RIGHT OF INDEMNITY. To the full extent permitted by law, the Corporation shall indemnify its Governors, officers, employees and other persons described in Section 7237 of the Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any "proceeding," as that term is used in such Section and including an action by or in the right of the Corporation, by reason of the fact that such person is or was a person described by such Section. "Expenses," as used in this Article, shall have the same meaning as in Section 7238(a) of the Code.

Section 2. APPROVAL OF INDEMNITY. Upon written request to the Board of Governors by any person seeking indemnification under Section 7238(b) or Section 7238(c) of the Code, the Board shall promptly determine in accordance with Section 7238(e) of the Code whether the applicable standard of conduct set forth in Section 7238(b) or Section 7238(c) has been met, and if so, the Board shall authorize indemnification. If the Board cannot authorize indemnification because the number of Governors who are parties to the proceeding with

respect to which indemnification is sought is such as to prevent the formation of a quorum of Governors who are not parties to such proceeding, the Board or the attorney or other person rendering services in connection with the defense shall apply to the court in which such proceeding is or was pending to determine whether the applicable standard of conduct set forth in Section 7238(b) or Section 7238(c) has been met.

Section 3. ADVANCEMENT OF EXPENSES. To the full extent permitted by law and except as is otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under these Bylaws in defending any proceeding covered by these Bylaws shall be advanced by the Corporation prior to the final disposition of the proceeding upon receipt by the Corporation of an undertaking by or on behalf of such person that the advance will be repaid unless it is ultimately determined that such person is entitled to be indemnified by the Corporation therefore.

Section 4. INSURANCE. The Corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, Governors, employees and other agents of the Corporation, against any liability asserted against or incurred by an officer, Governor, employee or agent in such capacity or arising out of the officer's, Governor's, employee's or agent's status as such.

ARTICLE X

AMENDMENT OF THE BYLAWS AND LIMITATIONS ON THE POWERS OF THE BOARD

Section 1. GOVERNORS RIGHT TO AMEND THE BYLAWS. The Board shall have the power to amend these Bylaws by affirmative vote of 8 of the Governors at a duly noticed meeting, subject to the limitations on the Board's authority in Article X, Sections 3 and 4, below

Section 2. MEMBERS RIGHTS. New bylaws may be adopted or these by-laws may be replaced, amended, or ratified by the majority of the votes cast by the membership at a properly noticed meeting in conformity with Article IV, Sections 3 and 11 and at which a quorum is present.

Section 3. LIMITATIONS ON THE BOARD'S RIGHT TO AMEND THE BYLAWS

(a) The Board shall not have the power to alter the provisions concerning the number of governors, term, consecutive terms, and appointment as set forth in Article V, Sections 3 and 4 unless such extension is ratified by members at the annual meeting of the Club, nor may the method of designation, selection, or removal provided under Article V, Section 9 be changed without the approval of the members.

(b) Amendment of the Bylaws by the Board shall be limited as required by law, under the Articles, and the Code.

Section 4. OTHER LIMITATIONS OF THE POWERS OF THE BOARD

- (a) The Board may not, without ratification or consent by the Voting Members:
- (i) Materially and adversely affect the rights of existing members as to voting, dissolution, redemption, or transfer;
 - (ii) Effect an exchange, reclassification or cancellation of all or part of the memberships; or
 - (iii) Authorize a new class or type of Voting Members.
 - (iv) Create levies or assessments upon members.

ARTICLE XI

METHODS OF NOTICE AND MEETINGS

Section 1. METHODS OF MEMBER NOTICE, METHODS OF MEMBER MEETINGS. All notices and other communications required or permitted to be given by the Corporation to members or by Members to the Corporation shall be given as provided in this Article XI

- (a) Notices shall be in writing and may be given and effective as follows:
- (i) Personal delivery, effective upon actual receipt;
 - (ii) Overnight commercial or common carrier providing proof of delivery, effective the day following delivery given to the last address provided to the Corporation.
 - (iii) First class mail, registered or certified deposited in the United States mail address to the last address provided to the Corporation.
 - (iv) The Club may provide notice via mail other than first class, registered or certified, if the notices are contained within any Club newsletter, magazine, or other publication regularly sent to members (and to members residing in the same household who have the same address). Mail that is prepaid, and mail that is first class, registered or certified, shall be subject the varying periods prescribed in Section 3 of Article IV, and shall be deemed effective upon deposit in the U.S. Mails.
 - (v) Subject to the provisions of Article VI, Section 5, and Board approval by resolution; electronic transmission including telephonic voice and texting, email, website posting, electronic screen, and other methods of communication by and to the Corporation from or to members, may be permitted as provided under Code Sections 20 and 21 and other law for such matters as notice, waiver, voting, meeting, and other communications and actions as the Board may lawfully authorize and approve. Board resolutions authorizing transmission methods shall specify the type of matter, the method of transmission, and the effective date of such transmission.

(vi) Reference may be made in any notice or other communication to materials provided or posted on the Club website. If such reference is by the Corporation, a telephone number shall be provided in such communication so that a member may obtain a copy of the materials if a member states that he or she is unable to obtain or access the referenced material on the Club website, which material shall otherwise be deemed received to the same extent as such notice or other communication.

Section 2. BOARD MEETINGS AND RELATED NOTICES. The Board may govern its own internal affairs and utilize any of the above methods for noticing or holding any meeting, participation and voting in any such meeting, and the execution and delivery of any waiver, consent or other communication related to Board business; provided, however, that notwithstanding the foregoing, waivers and approvals by unanimous written consent must be reduced to writing, signed by the Governors, and included in the books and records of the Corporation, and provided further that a Governor's presence at any meeting shall comply with the following subsection:

(a) "PRESENCE" or "PRESENT". Governors shall be deemed present at a meeting in which Governors participate in a meeting through use of conference telephone, electronic video screen communication, or electronic transmission by and to the corporation (Sections 20 and 21). Participation in a meeting through use of conference telephone, electronic video screen communication, or electronic transmission, pursuant to this Section 5 constitutes presence in person at that meeting as long as both of the following apply:

(A) Each Governor participating in the meeting can communicate with all of the other Governors concurrently.

(B) Each Governor is provided the means of participating in all matters before the Board, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the Corporation.

Section 3. EFFECTIVE DATE. Reference in these Bylaws to the receipt, delivery, deposit, giving or effective date or time of any notice or other communication shall refer to the date such communication becomes effective and is the date from which any related period shall be counted.

ARTICLE XII

CONSTRUCTION AND DEFINITIONS

Section 1. CODE. References to the Code shall mean, unless another code is specified, the California Corporations Code, as amended.

Section 2. CONSTRUCTION. Unless the context otherwise requires, the general provisions, rules of construction and definitions in the California Nonprofit Mutual Benefit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular includes the

plural and the plural includes the singular and the term “person” includes both a legal entity and a natural person.

Section 3. REFERENCES. References to articles, sections, and subsections are to the Bylaws, unless the Code, or another body of law, is specifically cited in conjunction with such terms.

Section 4. PARENTHETICALS. Parentheses enclosing a word or phrase after a cross reference to an article, section or other part of the Bylaws are intended to be helpful shortcuts and are not to be used in interpretation of the Bylaws.