

ATLANTA REGION
SPORTS CAR CLUB OF AMERICA
INCORPORATED
FEBRUARY 16, 1953

BYLAWS

REVISED January 1, 2008

ARTICLE 1
NAME, PURPOSE AND EMBLEM

1.1 NAME

The name of the Club shall be the Sports Car Club of America, Atlanta Region, Inc., hereinafter referred to as the Club.

1.2 PURPOSE

The general purpose of the Club shall be to encourage the preservation, ownership and operation of Sports Cars, to act as a source of technical information, to establish rules and regulate events and exhibitions for Sports Cars and their owners, to encourage careful and skillful driving on public highways, and to own real and personal property, as incidental to the foregoing purposes.

1.3 EMBLEM

The Club emblem shall be the design of an inverted triangle with clipped corners, a red background, a white circular band with the words "ATLANTA REGION SCCA". The center of the white circular band shall be black with the white letters "AR".

1.4 SEAL

The corporate seal shall be circular in form, being inscribed with the name of the Club and the word "GEORGIA". The Secretary, with approval of the Board, may change the form of the seal at any time.

ARTICLE 2
MEMBERSHIP AND DUES

2.1 MEMBERSHIP

2.1.1 Members: Membership in the Club shall be restricted to persons interested in Sports Cars and the purpose of this Club.

2.1.2 Prospective Members: Prospective members shall apply for membership by meeting the requirements on the approved SCCA Membership application form.

2.2 CLASSES OF VOTING MEMBERSHIP

2.2.1 Regular Member: Any person duly approved in Section 2.1.2 of the Article, and having paid annual National and Regional dues, shall be considered a regular member. Membership shall lapse if dues are not paid in accordance with Section 2.5.1 of this Article.

2.2.2 Spouse Member: The spouse of any Regular Member duly approved under Article 2.1.2 and having paid annual National and Regional dues as required, shall be considered the same as a Regular Member.

2.2.3 Dual Membership: Members who hold memberships in two or more Regions may enjoy the full privileges of a Regular, Spouse (or Junior) member only if his/her Region of Record is the Atlanta Region. Members whose Region of Record is other than the Atlanta Region may not vote or hold office.

2.3 Dues

Annual Regional dues shall be determined from time to time by the membership at any monthly or special meeting.

2.3.1 Payment: The annual National and Regional dues of the Regular Members and Spouse and Junior Members and Family Members are due as billed by National. Annual National and Regional dues of a prospective new member shall be as scheduled on the application form and shall accompany the completed application. No refund of dues shall be made under any circumstances.

2.3.2 Billing: Members will be billed by mail for the following year's dues by National. Dual members are responsible for the timely payment of the following year's dues.

2.4 PRIVILEGES

Regular and Spouse Members are entitled to all Club privileges. Privileges to other classes of membership are as outlined in the Atlanta Region Operations Manual are non-voting and may not hold office.

2.5 TERMINATION OF MEMBERSHIP

2.5.1 Expulsion: The membership of any member indebted to the Club or the Region National, and delinquent for more than 60 days, shall automatically lapse and such member shall thereupon forfeit all dues and fees already paid. Any member may be expelled or suspended for infraction of Club Rules, excessive moving traffic violations, or any other such causes as may be determined by the Board as not being in the best interest of the Club. However, before final action is taken by the Board, the member shall be notified of the charge and shall have reasonable opportunity to submit in writing, in person, or through a representative, his position on such charge. The Board may reinstate, continue for a term or expel, and its decision shall be final. All dues and fees shall be forfeited.

2.5.2 Resignation: Any member may resign by directing a letter of resignation to the Secretary. Their resignation shall be effective on receipt, provided all indebtedness to the Club has been paid. All dues and fees shall be forfeited.

ARTICLE 3
FISCAL YEAR

3.1
The fiscal year of the Club shall be the same as the calendar year.

ARTICLE 4
MEETINGS

4.1 MEETINGS

4.1.1 Membership Meetings: Regular membership meetings shall be held for the presentation of reports by officers and committees and such other business that may lawfully come before the membership. The meeting shall be held as determined by the Board, but not less than four times per calendar year. A quorum must be present to vote on Club business.

4.1.2 Executive Committee Meetings: Executive Committee meetings shall be held regularly at a time and place determined by the Board of Directors. As a matter of convenience, meetings may be conducted using teleconferencing. Members in good standing shall be entitled to attend Executive Committee meetings in the capacity of observers and may, following prior arrangements with the Regional Executive, participate in selected deliberations. Sensitive matters (such as discussion of disciplinary action against a member, etc.) may be limited to the Board and parties directly involved.

4.1.3 Board of Directors Meetings: Board of Directors meetings shall be called by the Regional Executive or a majority of the Board for the purpose of discussing sensitive issues. These meetings shall be limited to the Board and parties directly involved in the issue. A majority of the Board must be present to vote on Club business.

4.1.34 Annual Meetings: The annual meeting shall be the membership meeting held in February. The program shall conform to pertinent requirements of corporate law.

4.1.4 Special Meetings: Special meetings of the Executive Committee or the membership may be called by a majority of the Board or by a quorum of the Club members in good standing.

4.2 RULES

All meetings shall be generally conducted in accordance with the current copy of Robert's Rules of Order. The Regional Executive may, of his own volition or upon request from the floor, appoint an impartial member to act as Parliamentarian.

4.3 NOTICE OF MEETINGS

A written or printed notice, stating the place, date and hour of any regularly scheduled Membership and Executive Committee meetings of the membership shall be given to each voting members by mail, postpaid, to each members address on the records of the Club. Notice of annual and special membership meetings shall be given in like fashion at least ten days before said meeting.

4.4 QUORUM

At all meetings of the membership, no less than five (5) percent of the total membership, and no less than a majority of elected officials shall constitute a quorum. Properly executed proxies or petitions submitted to the Secretary shall be counted in establishing the quorum.

ARTICLE 5 ELECTIONS

5.1 ELECTIONS

The elected officers officials of the Region shall be the Regional Executive and his/her slate, serving a one-year term, and six (6) Directors consisting of two directors elected annually with a one-year term and four directors elected for two-year terms on a rotating basis (two per year). These offices shall be filled by members in good standing through an election held during the month of December. Any member may nominate a candidate or candidates for the office of Regional Executive or Director. All nominations for Director must specify for which term of office the nomination is made. Motions for nominations from the membership must be made in writing and signed by the nominating and nominated members. Such nominations shall be delivered to the Secretary prior to, but no later than, the close of the October membership meeting. No member shall hold more than one elected office concurrently. No person may be nominated for more than one office. In the event a person holding an elected office whose termination date is beyond December 31 of the current year considers to seek election to another office, that person must submit written resignation from the office they currently hold, effective December 31 of the current year, before that person is eligible to accept nomination for another office. The person receiving the most votes for the office of RE Regional Executive will be the winner. In the case of one- and two-year Directors, the two people receiving the largest number of votes will be elected. In the case of a tie vote, the election process will be repeated for that office prior to the next membership meeting.

5.2 ELIGIBILITY FOR OFFICE

Atlanta Region shall be the Region of Record for any nominee for any elected office. Nominees for any office shall have been members of the Atlanta Region in good standing for no less than one year prior to the time of nomination.

5.2.1 **Outgoing Regional Executive:** To ensure continuity between administrations, the outgoing Regional Executive shall serve as a director for one year. If the outgoing Regional Executive is a member of the board by election, continuity is thus assured and the directorship normally filled by the outgoing Regional Executive becomes vacant. The outgoing Regional Executive is eligible for nomination for re-election as Regional Executive, or any other elected office, except Director since he/she automatically becomes a Director for a one-year term upon completion of his/her term of office. Should the Regional Executive be elected for a second term, the directorship normally filled by the outgoing Regional Executive becomes vacant.

5.3 DIRECTORS

Each year, two Directors will be elected for a one-year term replacing those Directors whose terms are expiring. Two additional Directors shall be elected annually from the membership to serve for a period of two years.

5.4 OFFICERS

A Regional Executive candidate is responsible for assembling slate of members qualified for the positions of Assistant Regional Executive, Secretary and Treasurer. These officers will be elected from the membership along with the Regional Executive; however, prospective officers are not limited to One slate. Vacancies in these offices during the year shall be filled by appointment of the Regional Executive and approved by the Board.

5.5 BALLOTS

The Regional Executive, with Board approval, shall appoint an Election Committee of at least three (3) members. Members who shall be candidates for elected office or otherwise have an apparent conflict of interest shall be disqualified from serving on the Election Committee. The Election Committee shall provide notification to each member. The notification may take the form of a link to an online voting service. Those members without an electronic access may obtain a ballot from the Club Office upon application, either written or in person. In the event that only one person is nominated for an office, that person shall be deemed to be elected without use of the voting process. The Election Committee, assisted by disinterested members as appropriate, shall receive, verify and tabulate the votes and report the election results to the membership prior to the close of the December meeting. The Board of Directors, at their discretion, may utilize an outside agency to distribute, receive, tabulate and certify elections.

5.6 SPECIAL ELECTIONS

Special elections may be held when required as determined by the Board. Notification shall be given to all members in good standing at least thirty (30) days prior to the election. Such notification shall state the office or offices vacant and the deadline for the close of nomination, which shall be no more than fifteen(15) days prior to the election. The Election Committee shall provide a statement as proof that notice was distributed to each eligible member on the most recent membership list provided by the National office.

5.7 VACANCIES

Vacancies which may arise in any elected directorship may be filled on an interim basis for a maximum of 6 months, by appointment of the Board.

5.8 RECALL OF ELECTED OFFICIALS

A special meeting may be called for the purpose of recalling any elected official upon the receipt, by the Secretary, of a recall petition, valid for ninety (90) days, setting forth the charges and signed by a quorum of the voting members in good standing or by a unanimous decision of the remaining Board members plus ten (10) members in good standing. The Secretary shall notify all members of such meeting to take place within fifteen (15) days of receipt of the Recall Petition, for the purpose of hearing the charges and affording the elected official an opportunity to state his/her position on such charges to the membership. The Secretary shall provide a notarized statement as proof that notification was sent to each qualified voting member on the most recently available membership list published by the National office. In the event the subject of the recall is the Secretary, the Board of Directors will appoint a member of the Board to fulfill the duties of the Secretary for the recall process. If a quorum of the membership is present at such meeting, a secret ballot will be held. The recall action will be considered dropped if a quorum of the properly notified membership does not attend. Petitions and proxies are not valid for this action.

ARTICLE 6 DUTIES AND RESPONSIBILITIES

6.1 REGIONAL EXECUTIVE

6.1.1 The Regional Executive shall preside at all Executive Committee meetings and meetings of the membership. He/She shall represent the Club in all dealings with the National organization. He/She may sign contractual documents binding the Region when such action has been approved by the Board. He/She may delegate his authority as the need arises. He/She shall be responsible to the Board and the membership for all activities of the Club. He/She shall submit a proposed operations budget to the Board, subject to their approval, at the February meeting of the Executive Committee. This budget shall include income and expenses for ongoing Club programs

of and for the continuing operation of the Club office and will be in effect for a twelve month period.

6.1.2 The Regional Executive shall appoint, from the membership, Chairpersons and members of standing committees and special committees during his/her term. Vacancies in these committees during the year will be filled by appointment from the membership by the Regional Executive.

6.1.3 The Regional Executive shall have the authority to spend any amount up to, but not exceeding four hundred dollars (\$400) per expenditure, not to exceed four thousand dollars (\$4,000) per fiscal year, without prior approval of the Board, on Club business.

6.2 ASSISTANT REGIONAL EXECUTIVE

6.2.1 The Assistant Regional Executive shall preside in the absence of the Regional Executive. When operating in this capacity, he/she shall have full authority and responsibility as rests with the Regional Executive.

6.2.2 In case of incapacitation, resignation, or recall of the Regional Executive, he/she shall assume the position and title of Regional Executive for the unexpired term of the Regional Executive.

6.3 SECRETARY

6.3.1 The Secretary shall attend all meetings of the Executive Committee and the membership and shall record all minutes and votes in a book kept for this purpose.

6.3.2 The Secretary shall collaborate with the Chairman of the Membership Committee Membership Chairperson to keep an up-to-date roster of all Club members. He/She shall give all notices of special meetings to the membership as required by law or these Bylaws and shall perform all duties incident to their office, required by law or by the majority of the members. The Club Secretary shall be responsible for the corporate seal and the Club's records. In the absence of the Secretary from any said meetings, a Secretary pro-tempore shall be chosen by the presiding officer.

6.3.3 A permanent Recording Secretary may be appointed and assigned duties by the Regional Executive to serve during his/her term.

6.5 TREASURER

The Treasurer shall be subject to such conditions and restrictions as may be made by the membership, have custody of all monies, debts and obligations belonging to the Club. He/She shall maintain an account in an approved bank. He/She shall receive all payments made to and monies received by the Club and deposit same in the Club account. He/She shall make all payments of Club debts upon approval by the Regional Executive or the Board. All checks, drafts, notes, or other orders for payments of money shall be signed in the name of the Club by the Treasurer.

In the absence of the Treasurer, the Regional Executive or Assistant Regional Executive are authorized to issue payments against Club debts. Neither the Treasurer, the Regional Executive or the Assistant Regional Executive are authorized to issue funds to themselves. No obligation, debt, or other liability shall be incurred by the Treasurer without the specific approval of the Regional Executive or the Board. He/She shall maintain a Record of Club Accounts in accordance with general accepted accounting practices. A financial statement shall be made available annually to the membership.

6.5 DIRECTORS

The Directors shall serve as a member of the Board, serve as Chairperson or members of committees, shall serve as liaison with the membership and are responsible to the membership in voting matters.

6.6 COMMITTEES

6.6.1 BOARD OF DIRECTORS: The Regional Executive, Assistant Regional Executive, Secretary, Treasurer and the Directors will constitute the Board of Directors, herein referred to as the "Board". The Board shall be responsible for establishing, reviewing and maintaining Club policy. The Board shall constitute the voting members of the Executive Committee.

6.6.1.1 The Board may, at its discretion, devise and use a secret ballot form. The Secretary shall cause the results of the balloting to be published for the information of the entire membership.

6.6.1.2 In the event of incapacitation of the Regional Executive, this fact shall be determined by a majority vote of the Board, subject to ratification at the next regularly scheduled membership meeting, in accordance with Article 4, Section 4.4 of these Bylaws.

6.6.1.3 The Board shall be responsible to review and present for a membership vote any proposed Bylaws amendment.

6.6.1.4 The Board shall be responsible to establish and maintain an Operations Manual to guide and govern the business and operating procedures of the Club. The manual may be amended or revised by a majority vote of the Board or members present at any regularly scheduled meeting.

6.6.1.5 The Board may solicit proxy votes as a discretionary procedure to resolve voting issues. A proxy must contain the issue in question, the member's position on the question, the member's name, membership number and expiration date. A proxy shall be valid for ninety (90) days.

6.6.1.6 The Board may solicit a petition in accordance with the criteria established for a proxy in Article 6, Section 6.6.1.5 as a discretionary procedure to address voting issues of the membership.

6.6.1.7 The Board shall arrange for an audit of the Region's financial records by an independent auditor at least every three years, or as determined by the Board. A financial review and compilation by an independent auditor shall be performed during years an audit is not performed.

6.6.1.8 The Board shall decide by vote and approve and authorize the Regional Executive to make expenditures or take other action on items that affect the balance or distribution of the Club's funds.

6.6.1.9 The Board shall have the authority to authorize and approve up to, but not exceeding four thousand five hundred dollars (\$4,500), without approval of the membership, on Club business. Any capital expenditure or unbudgeted operating expense exceeding four thousand five hundred dollars(\$4,500) will require a vote at the regularly scheduled business membership meeting or by compliance with the Bylaws governing the solicitation of proxies or petitions.

6.6.1.10 The Board shall be empowered to direct the Treasurer in making prudent investment of the Region's money as conditions warrant. These investments will be limited to insured time or demand deposits. Any decision of the Board concerning funds of the Club shall be reported at the next Executive Committee meeting and be reported at the next membership meeting.

6.6.2 EXECUTIVE COMMITTEE: The Board and all appointed chairpersons shall constitute the Executive Committee. Only members of the Board will have voting power on Club matters.

6.6.2.1 Blanket proxies are not permitted. Proxies must be in compliance with Section 6.6.1.5 of these Bylaws.

6.6.3 BYLAWS COMMITTEE: The Bylaws Committee shall be a standing committee of the Club with the responsibility to annually review the existing Bylaws and any proposed changes.

6.6.4 OPERATIONS MANUAL COMMITTEE: The Operations Manual (OPS) Committee shall be a standing committee of the Club with the responsibility to annually review the existing Operations Manual for accuracy and completeness.

6.6.5 ELECTION COMMITTEE: The Election Committee shall be a committee formed annually or more often as needed to conduct Club elections as described in Article 5.

6.7 Additional duties of the officers and directors may be as outlined in the Atlanta Region Operations Manual.

6.8 LEGAL COUNSEL

The Board may engage professional legal counsel and assistance to advise and represent the Board on all legal matters. The Board is authorized to pay reasonable retainer and other fees for services rendered.

6.9 OBLIGATIONS

6.9.1 All bona fide obligations of the Region Club are incurred solely as corporate obligations. No personal liability whatsoever shall be attached to or incurred by any member or officer of the Region Club by reason of bona fide corporate obligation or liability.

6.9.2 By accepting an elected or appointed position, that individual pledges to be governed by the Bylaws and to perform his/her duties to the best of his/her ability, to attend all meetings required of that position, and to conduct himself/herself in a manner benefiting the Club, or forfeit the position.

ARTICLE 7 CLUB OFFICE

7.1 The Club shall operate an office for the purpose of housing and maintaining Club records and equipment, to hold meetings and to serve the membership. The Board of Directors shall determine and authorize the staffing needs of the office.

ARTICLE 8 BYLAWS

8.1 AMENDMENT OF THE BYLAWS

Bylaws may be amended by vote of the membership. The Board in compliance with Section 6.6.1.3 or a quorum of voting members in good standing may petition in writing to amend the Bylaws. Said petition shall be submitted to the Secretary in writing. The Secretary shall distribute, per section 5.5, notice of such proposal to the entire voting membership at least thirty (30) days prior to voting. The Secretary shall provide a statement as proof that notice was distributed to each voting member on the most recently available membership list published by the National office. If at least two-thirds of the membership voting are in favor of the amendment, it shall be adopted.

8.2 AVAILABILITY AND ACCESS

The Regional Executive shall have the responsibility to ensure that a copy of the current Bylaws be available for examination at all regularly scheduled meetings. All members in good standing shall, upon request, be promptly provided with a copy of the current Bylaws by the Secretary.

8.3 INTERPRETATION

The interpretation of the Bylaws shall rest with the Board.