

## DETROIT REGION SCCA

### BYLAWS

#### ARTICLE I -- NAME, PURPOSE AND DIRECTION

**Section 1: Name** The name of the Corporation is the Detroit Region, Sports Car Club of America, Incorporated (hereinafter referred to as the Region), a chartered region of the Sports Car Club of America, Incorporated.

**Section 2: Purpose** The purposes of the Region, as set forth in the Articles of incorporation, are "to further the enjoyment of its membership and that of the general public in motoring, and in the driving of motor vehicles as a sport; to sponsor sports car races, exhibitions and social events for the enjoyment of its membership and/or the general public, but not for profit; to buy, sell, lease, own, mortgage, encumber and otherwise deal in property, real, personal and mixed, for purposes incidental to the foregoing purposes, and to do all things necessary or appropriate in the furtherance of the foregoing purposes."

**Section 3: Direction** The Region shall encourage the preservation, ownership and operation of sports cars and other related automobiles; act as a source of technical information; establish rules and regulations governing all activities of the Region consistent with the rules and regulations of the Sports Car Club of America, Incorporated; provide and regulate events and exhibitions for sports cars and other related automobiles and their owners; encourage safe, careful and skillful driving on public highways; and assist and cooperate with the Sports Car Club of America, Incorporated, in furthering the foregoing.

#### ARTICLE II -- FISCAL YEAR

**Section 1:** The fiscal year of the Region shall be from January 1 to December 31.

#### ARTICLE III -- MEMBERS

##### Section 1: Definition & Types of Memberships, Setting of Dues

**Section 1.1:** Membership in the Region shall be open to all individuals interested in the purposes of the Region. Members of the region will hereinafter be referred to as Members. Membership categories shall include those types of memberships defined by the Sports Car Club of America, Incorporated that are required, and Dual Members. Dual members are those whose region of record is other than the Region. Trial, Temporary and Associate Members shall not have voting privileges.

**Section 1.2:** The annual dues of the Region shall be determined by the Board of Directors, and are payable during the anniversary month of the initial payment.

**Section 1.3:** A Member in good standing shall be defined as a Member with no past due financial responsibilities to either the Region, the Sports Car Club of America, Incorporated, or any other of its chartered regions. An Adult Member shall be defined as a Member who is at least eighteen (18) years of age.

**Section 2: Termination of Membership** Any Member may resign by filing a written resignation with the Region's Secretary. Such resignation shall not relieve the Member, so resigning, of the obligation to pay dues or other charges previously accrued. Membership shall automatically lapse for non-payment of dues. The Region's Board of Directors, hereinafter referred to as the Board, by affirmative two-thirds vote, may suspend or expel a Member(s) for cause, after an appropriate hearing. Said hearing shall occur at a meeting of the Region's Board of Directors not sooner than fourteen (14) days after the confirmed delivery of written notice to the involved Member(s). Such notice must detail said cause(s) and include an invitation to appear at the hearing.

#### **ARTICLE IV -- THE BOARD OF DIRECTORS**

**Section 1: Purpose** The Board shall carry out the purpose of the Region, as defined in Article I, Section 2. The Board shall establish policies, consistent with these bylaws, as deemed necessary for the conduct of Region business. Existing Region policies shall be reviewed and published annually. Region policy may be established or modified at any Board meeting so long as such newly established or modified policy does not contravene the Purpose as outlined in Article I, Section 2.

**Section 2: Composition** The Board shall consist of eight (8) elected Members and four (4) appointed Members. The term Director(s) will be used to refer to elected and/or appointed Members. The term Elected Director(s) will refer specifically to one or more of the eight (8) Board Members elected by the membership. The term Appointed Director(s) will refer specifically to one or more of the four (4) appointed Board Members. All Directors must be Adult Members in good standing. A Member may hold no more than one (1) position on the Board.

#### **Section 3: Election & Limitation**

**Section 3.1:** Four (4) Directors shall be elected, for two (2) year terms, by the membership, each year. Additional Directors may be elected for one (1) year terms as necessary.

**Section 3.2:** No person, whether serving by election, appointment or a combination of election and appointment, shall serve as a member of the Board for more than six (6) consecutive fiscal years. No person may be elected or appointed to a Board position for which the term extends past that person's six (6) year limitation. A Director may serve as the same Officer of the Region for no more than three (3) consecutive fiscal years. An Appointed Director may serve in the same position for no more than three (3) consecutive fiscal years. Years of service will be deemed consecutive unless there is at least a one (1) fiscal year break in service.

**Section 3.3:** A General Election shall be held by secret mail ballot once each year. The General Election ballot shall serve to elect 4 or more Board members and may bring other issues to the membership for a vote. Election ballots shall be sent to all Members, in good standing, at their address on the Region's records. Ballots must be sent in such a way that there is a reasonable certainty that Members will receive them on or before October 22 and returned to the Secretary no later than November 7.

**Section 3.4:** The Directors at Large, assisted by any Members that they may choose, will assemble a slate of candidates for board positions. Additional nominations for Directors may be provided to the Board either in writing or by email by any Adult Member of the Region. Nominations for the Directors will close on September 30. This slate of nominations will be either posted on the Region's website, and/or The Newsletter, and/or by special mailing, and/or at the meeting of the members within one (1) week of the close of nominations. All candidates for Directors shall be Adult Members, in good standing, whose region of record is the Region.

**Section 3.5:** Ballots shall be prepared in such a way that their authenticity can be substantially verified (e.g., colored ink on colored paper), that the identity of the voter is concealed and that they may be returned sealed so that their contents cannot be examined prior to opening. All executed ballots shall be returned to the Secretary. No ballot may be opened prior to the time and place at which they are tallied. The ballots shall be tallied by the current Directors at Large prior to the October meeting of the Board.

**Section 3.6:** Those four (4) candidates respectively receiving the largest number, the second largest, the third largest and the fourth largest number of votes cast for Director shall be declared elected. The candidates with the next highest vote totals will be declared alternates (according to their relative vote totals) to fill any vacancies that exist. Any tie(s) for an elected position shall be resolved by a secret majority vote of the current Board at its November meeting.

**Section 3.7:** Newly Elected or Appointed Directors shall assume their respective duties, except as otherwise defined, on the first day of the new fiscal year.

#### **Section 4: Selection of Officers & Appointed Directors**

**Section 4.1:** Officers shall be selected annually from the Elected Board Members, both the newly elected and the carry over Members. Selection will be at a meeting to be called and presided over by the current Regional Executive before December 1. The Elected Directors not serving as officers will be termed Directors-At-Large.

**Section 4.2:** The Officers of the Region shall be: Regional Executive, Assistant Regional Executive, Secretary and Treasurer.

**Section 4.3:** The four (4) Appointed Directors shall be nominated by the newly selected Regional Executive, no later than the December Board Meeting of the current year, and must be confirmed by a majority vote of the next years Elected Directors. The Appointed Directors shall be appointed annually to serve in the position of Directors for Race, RallyCross, RoadRally and Solo.

**Section 4.4:** Prior to the end of the fiscal year, results of the election of selected Officers, Director at Large, and the Appointed Directors will be posted in either The Newsletter, and/or the Region's Website, and/or a general membership meeting, and/or a special mailing.

#### **Section 5: Duties of the Officers & Directors**

**Section 5.1:** The Regional Executive (RE) shall preside at all meetings of the Members and of the Board. The RE shall manage and direct the day to day affairs of the Region in accordance with these bylaws, and carry out the decisions of the Board and of the Members. The RE shall have the authority to call special meetings, appoint committees and with the approval of the Board, select the three (3) Appointed Directors, committee chairpersons, and chiefs of specialty. The RE shall act as the Region's key liaison with the Sports Car Club of America, Incorporated. The RE shall be an ex-officio member of all Region committees.

**Section 5.2:** The Assistant Regional Executive (Asst RE) shall be responsible for Member Services. Member Services are to include, but not be limited to, the following items: the membership meetings, the publication of the Region's newsletter, the maintenance of the Region's membership records and the keeping of records for purposes of awards and archives. The Asst RE shall perform the RE duties in the RE's absence.

**Section 5.3:** The Secretary shall record all discussions and actions taken in a book, or other acceptable media, kept for that purpose. The Secretary shall have responsibility for the Region's records, unless otherwise specified, give all notices of meetings required by law and/or these bylaws, and shall perform all duties incidental to the office required by law or by a vote of the Board. In the absence of the Secretary, a temporary

Secretary shall be chosen by the presiding Officer. In addition, the Secretary shall maintain a record of Region policies along with a copy of the Region's Bylaws and the SCCA Operations Manual.

**Section 5.4:** The Treasurer shall, subject to such conditions and restrictions as may be made by the Board, be responsible for the receipt of moneys for the Region and the making of payments of approved Region debts. The Treasurer shall, if so requested, report at any meeting of the Board. The Board shall select an outside professional CPA at the beginning of each fiscal year to review the financial books for the corporation. The results of this review will be presented by the Treasurer at the Annual Meeting and published either in the following Newsletter and/or posted on The Region's Website.

**Section 5.5:** The Appointed Directors for Race, RallyCross, RoadRally and Solo shall be responsible, for ensuring that these activities are available for the members and offered by the Region. Their responsibilities shall include but not be limited to the selection of the chairpersons, overseeing the planning of events, and involvement with the event scheduling.

**Section 5.6:** The Directors At Large shall assist the Officers of the Board Region in the furtherance of the purposes of the Region and its activities.

#### **Section 6: Meetings -- Executive Session, Quorum & Vote**

**Section 6.1:** At any meeting of the Board, any Director may request that the Board retire to Executive Session. An assenting vote from the majority of the Directors present shall place the Board in Executive Session. Attendance in Executive Session shall be limited to Directors and invitees of the Board.

**Section 6.2:** The Board shall meet once a month unless specified by a majority vote of the Board. All Board meetings shall be open to any Member of the Region except when Executive Session is invoked. These meetings will be run in accordance with Robert's Rules of Order.

**Section 6.3:** The Directors may conduct business, which includes voting, in a meeting where they are physically present or via teleconferencing, which may include email, video conferencing, or net meeting. The Board may, from time to time, require that all Directors vote on one (1) or more issues. Such votes may be made by paper or electronic mail, or telephone. Any Director may provide a written proxy, which may include email for any Board meeting. Such proxy will state the Directors position on one (1) or more items of business and will constitute that Director's vote on the stated issue(s).

**Section 6.4:** Special Board meetings may be called by the Regional Executive or any three (3) Directors. The Secretary must attempt to provide at least twenty-four (24) hour notice of all Board meetings to all Directors. All reasonable forms of communication are acceptable for such notice. If the Secretary is unable to reach one (1) or more of the Directors for reasons beyond the Secretary's control, the meeting may be held if at least eight (8) of the twelve (12) Directors have been notified. A quorum for special Board meetings is eight (8) of the twelve (12) Directors. Appearance at a Board meeting is automatic waiver of notice for that meeting.

**Section 6.5:** All Directors shall be entitled to one (1) vote each in those matters of Region business submitted to a vote of the Board. Eight (8) of the Directors shall constitute a quorum at all Board meetings. Except where stated otherwise the decision of the majority of the Directors present at a Board meeting is sufficient to decide any question before the Board for decision.

#### **Section 7: Removal & Replacement of Board Members and Officers**

**Section 7.1:** At any time, one (1) or more of the Elected or Appointed Directors may be removed, for cause, after an appropriate hearing, by an affirmative vote of eight (8) of the twelve (12) Directors. Notification of said hearing shall be as outlined in Article III Section 2.

**Section 7.2:** An Elected or Appointed Director may resign their board position by written or verbal declaration at any board meeting.

**Section 7.3:** When an elected Board position becomes vacant by removal, resignation or recall per Article VI Section 4, a replacement must be appointed by the remaining Directors within thirty (30) days. The Directors should follow the procedure defined in Section 3.6, if the designated alternates are eligible to serve as directors when a vacancy occurs. Replacement Directors will serve until the end of the fiscal year. At the next general election, the membership shall elect a replacement for any remaining term. All such replacement shall be subject to the same recall process as the original Elected Director.

**Section 7.4:** At any time, one (1) or more of the Officers of the Region may be removed from their office, for cause, by an affirmative vote of eight (8) of the twelve (12) Directors. Such removal will not affect the former officer's membership on the board.

**Section 7.5:** An officer of the Region may resign their office, but retain their position as a board member.

**Section 7.6:** When a vacancy occurs in an Officer of the Region position, the Board members must select a replacement, from amongst themselves, within thirty (30) days.

## **ARTICLE V -- MODIFICATION PROCEDURES**

**Section 1: Board Modification** From time to time the Board may propose revisions to these bylaws or the Articles of Incorporation. Such proposals must be supported by eight (8) of the eight (12) Directors.

A notice of such proposal shall be submitted in writing, either by separate mailing, in the Region's newsletter, or on the Region's Website to the Members. The complete proposals must be posted on the Region Website or in the Region Newsletter at least seven (7) days prior to the next general membership meeting. At the next membership meeting, the proposed revisions shall be presented to the Members for discussion. There must be a reasonable certainty that members will receive notification at least seven (7) days prior to said meeting.

The Secretary must prepare, using the same precautions as election ballots, secret mail ballots to be sent to the entire membership. These ballots must be sent via first class mail. Such ballots shall allow a Yes/No vote on the proposed revision(s). Ballots may be included with the notice of the proposal to modify the bylaws. In any case they must be sent no later than fourteen (14) days after the presentation at a membership meeting. Completed ballots must be returned within fourteen (14) days of mailing or fourteen (14) days after presentation at a membership meeting, which ever is latest. Completed ballots are to remain unopened until they are tallied by the Directors at Large prior to the next Board meeting. A simple majority vote of those Members voting shall serve to approve the proposed revision(s). Upon approval the revision(s) become effective immediately unless stated otherwise.

At any time prior to the mailing of the ballots, the board may meet and withdraw their proposed revision(s) if six (6) of the Directors vote for withdrawal.

**Section 2: Member Modification** Modifications to the Bylaws or the Articles of Incorporation may be made by the members per the petition/secret ballot procedures described in Article VI. Such modifications become effective immediately upon approval unless stated otherwise.

## **ARTICLE VI -- RIGHTS OF MEMBERS**

**Section 1: Annual Business Meeting** An Annual Business Meeting of Members shall be held each year, during the month of March, at a time and place designated by the Region's Board. Notification of the time, place and agenda for the annual business meeting must be made either in the Region's Newsletter or on the Region's Website for at least one(1) month preceding the meeting. The purpose shall be to allow the members to hear annual reports by officers and committees concerning business conducted during the previous fiscal year as well as other business that may come before the meeting.

**Section 2: Quorum & Vote** Members in good standing shall be entitled to one (1) vote each in those matters of the Region business submitted to a vote of the Members. A meeting quorum shall be defined as ten (10) percent of the Region's total Members in good standing as of the last day of the previous fiscal year. Any member may provide a written proxy for any meeting of the members. Such proxy will state the member's position on one (1) or more items of business and will constitute that member's vote on the stated issue(s).

**Section 3: Special Business Meetings** Special Business meetings of the Members may be called by the Regional Executive, or by written petition, signed by at least five (5) percent of the Region's total Members in good standing as of the last day of the previous fiscal year. The Secretary must provide written notice of all special meetings, within two (2) weeks of the calling of said meeting, so that every Member may be reasonably expected to receive such notice at least seventy-two (72) hours prior to the meeting.

**Section 4: Member Petition** At any time, a Member, acting as a representative of the membership, may request, via a petition, that certain issues be brought to a vote of the entire membership by a secret mail ballot. A valid petition must include a written statement of the issue(s), and be signed by at least five (5) percent of the Region's total Members in good standing as of the last day of the previous fiscal year. Such petitions may be presented by the membership representative to either the Regional Executive or the Secretary. Within thirty (30) days of such presentation, the Secretary must prepare a secret mail ballot, with the same precautions as election ballots, to be sent, via first class mail, to the entire membership. Completed ballots must be returned within two (2) weeks of mailing. Ballots are to remain unopened until they are tallied by both the Secretary and the membership representative within three (3) weeks after the mailing of the ballots. A simple majority vote of those Members voting shall decide the issue(s). The right to petition for a membership vote on certain issues cannot be removed from these bylaws except by an affirmative vote of the entire membership. The issues that can be brought to a membership vote via petition are:

- The recall of one or more Elected or Appointed Directors.
- One or more proposed modifications to these Bylaws or the Articles of Incorporation.

## **ARTICLE VII -- COMMITTEES AND APPOINTEES**

**Section 1: Eligibility and Term** All members of Committees, Appointees, Event Chairpersons and Chiefs shall be Adult Members of the Region in good standing. The term of office is one fiscal year. They may be removed by vote of the Board.

**Section 2: Formation of Committees** Committees, not having nor exercising the authority of the Board of Directors in management of the Region, may be designated by a resolution adopted by a majority vote of the Board. An Elected or Appointed Director shall be appointed to each of these committees to act as liaison to the Board.

#### **ARTICLE VIII -- EXECUTION OF INSTRUMENTS**

**Section 1: Signatories** The Treasurer may be the sole signer on all region checks, drafts and orders for payment of money under a set amount. The Board of Directors shall establish as an item of fiscal policy, a check amount (maximum \$500.00), which when exceeded will require two signatures. The two signatures may be from a group composed of Treasurer, Regional Executive, Assistant Regional Executive, and others as the board may see fit to so empower. In the absence of a Treasurer two others of said group may sign any check. The Board may approve other persons as additional signatory on special funded accounts. All Signatories shall be covered by an individual fidelity bond issued by a recognized surety company with the premium paid by the Region.

**Section 2: Contracts** All written instruments binding the Region to a contract involving Region funds and/or commitment of services must be approved by the Board per Region policy and shall be signed by the Regional Executive or designate.