

**BYLAWS
FLORIDA REGION SCCA
SPORTS CAR CLUB OF AMERICA**

(Revised January 1981), (Revised December 1987),
(Revised December 1988), (Revised December 1991),
(Revised December 1993), (Revised December 1994),
(Revised December 2000), (Revised December 2002),
(Revised January 2004), (Revised January 2007),
(Revised January 2008)

**ARTICLE I
NAME, PURPOSE, EMBLEM and SEAL**

Section 1: NAME

The name of the non-profit Corporation (hereinafter referred to as the "Club") shall be the:

FLORIDA REGION, SPORTS CAR CLUB OF AMERICA, INC.

Section 2: PURPOSE

The nature of the activities to be conducted and the purpose to be promoted and carried out are as follows: To promote interest in sports cars and other fine automobiles and to encourage their safe and skillful operation by developing, arranging, and regulating closed circuit road racing, rallying, Solo (autocross) and other forms of automotive competition, by dissemination of information through club publications and news releases; and through related social and recreational activities for the instruction and enjoyment of its members.

Section 3: EMBLEM

The emblem shall be circular in design. The words "FLORIDA REGION" shall appear in the center, surrounded by a golden sunburst in which the words "SPORTS CAR CLUB OF AMERICA" appear. The field shall be red.

Section 4: THE CORPORATE SEAL

The Corporate seal shall be circular in form, being inscribed with the name of the Club, the Year of its incorporation, and the words "STATE OF FLORIDA".

Section 5: TERRITORY

The geographical territory of the Region shall be the Counties of Broward, Collier, Dade, Hendry, Monroe and Palm Beach, of the State of Florida.

ARTICLE II **MEMBERSHIP**

Section 1: CLASSES OF MEMBERSHIP

The Region shall have two classes of members. Each of these Classes shall have four (4) types of memberships. The designation of such classes and qualifications and privileges of the members of such classes are as follows:

Section 1(a): MEMBERS OF THE SCCA, INC. HAVING FLORIDA REGION AS THEIR REGION OF RECORD

Regular Member- Must be a Regular SCCA, Inc. Member

Spouse Member- Must be an SCCA, Inc. Spouse Member

Junior Member - Must be an SCCA, Inc. Junior Member

(one who has not attained the age of 18 years)

Associate Member- Must be an SCCA, Inc. Associate Member.

Regular, Spouse and Junior Members shall have all the privileges of membership. Associate Members shall have all of the privileges of membership except they shall not have the right to vote, may not hold an SCCA license, nor may they hold an elective office. All members in good standing on the date these Bylaws become effective shall be members.

Section 1(b): MEMBERS OF SCCA, INC. NOT HAVING FLORIDA REGION AS THEIR REGION OF RECORD

Regular Member- Must be a Regular SCCA, Inc. Member

Spouse Member- Must be an SCCA, Inc. Spouse Member

Junior Member- Must be an SCCA, Inc. Junior Member

Associate Member- Must be an SCCA, Inc. Associate Member

Dual Member- Any Member- Regular, Spouse, Junior, or Associate - who belongs to the Florida Region. shall have all of the privileges of membership except they shall not have the right to vote, nor may they hold an elective office. All members in good standing on the date these Bylaws become effective shall be members.

Section 2: MEMBERSHIP

Upon submission of a valid membership application and payment of applicable dues, an individual will become a member of SCCA, Inc. and it's Florida Region and be eligible for all rights and privileges accruing thereto.

Section 3: DUES

Dues shall be paid annually by the member's anniversary date and in such amounts as the Board of Directors may from time to time establish. In instances in which both a husband and wife are Members of the Region, the Board of Directors may establish lower dues for one spouse and junior members. No refund shall be made under any circumstances.

Section 4: SUSPENSION AND EXPULSION

Any member's membership shall automatically lapse for non-payment of dues by the member's anniversary date. The Board of Directors may expel or suspend any member at any time for infractions of any Regional or SCCA rule, or for any other cause if the Board of Directors shall

deem such action to be in the best interest of the Region and SCCA The member so charged shall be informed of the charges in writing by the Region Secretary. The accused member shall have the right to defend him/herself at a meeting called for this purpose by the Board of Directors. This meeting shall be held at a time and place set by the Board of Directors, but in no event earlier than two (2) weeks after the receipt of the charges by the accused member. After the hearing at which time the accused member is present, should the Board of Directors by a super-majority vote (66 2/3% of those Board members present) decide that the charges are valid, have been substantiated and warrant expulsion, the accused member may be expelled from the Region. If, however, the Board of Directors determines, by a super-majority vote (66 2/3% of those Board members present), that the member should be suspended, then such suspension shall become effective for the period of time determined by the Board of Directors without any further action. The suspended member shall be denied the privileges of membership but his/her membership in the Region shall not actually be terminated. If the suspended member's period of suspension should cover the time when dues are normally required to be paid, such dues also be accepted and when the period of suspension shall terminate, all of the privileges of membership shall automatically be returned to the member. If a member is expelled from the Region, he or she is no longer a member of the Region, regardless of such person's standing with SCCA A member of SCCA and the Region who is expelled from SCCA shall also be deemed to have been expelled from the Region without any further action by the Region.

Section 5: RESIGNATION

Any member may resign by directing a letter of resignation to the Secretary Their resignation shall be effective upon receipt, provided that all of his indebtedness to the Club is paid.

ARTICLE III
MEETINGS OF THE MEMBERS

Section 1: ANNUAL MEETING

The annual meeting of the members (the "Annual Meeting") shall be held in November or December of each year for the election of officers and directors, reports of officers and committees and such other business as lawfully may come before the meeting.

Section 2: SPECIAL MEETINGS

Special meetings of the members may be called by the Regional Executive, by a majority of the Board of Directors, or by fifty-one percent of the regular members of the Club.

Section 3(a): NOTICE OF MEETINGS

A notice shall be posted on the Region's website, stating the place, day, hour and purpose of any meeting of the members, including special meetings, no less than 7 days before such meeting, and shall remain there until the meeting date has passed.

Section 3(b): MEETING RULES

At all meetings of the members, except Social Meetings, members present shall constitute a quorum. At Board of Directors meetings a majority of the elected officers and directors shall constitute a quorum. All meetings shall be held within the geographical confines of the Florida

Region as established by the Sports Car Club of America, Inc. and shall be conducted under Robert's Rules of Order Newly Revised, except where Robert's Rules of Order Newly Revised are in conflict with the Bylaws of this Club.

Section 4: VOTES

All action except amendment of the Articles of Incorporation and amendment of the By-Laws, shall be by a majority of those present and voting, absentees included. Voting by proxy shall not be allowed. All regular, spouse, and junior-members shall each have one vote providing they designated Florida Region as their Region of Record with SCCA, Inc.

ARTICLE IV
OFFICERS AND DIRECTORS

Section 1: NAMES AND TERMS OF OFFICE

The governing body of the Club shall be the Board of Directors elected as hereinafter set forth. The Board of Directors shall consist of the four (4) Officers: Regional Executive, Assistant Regional executive, Secretary, treasurer, and the nine (9) Directors. If the Regional Executive shall not be re-elected or does not run for Regional Executive, he or she shall become an *ex officio* member of the Board of Directors for a term of two (2) years. He/she shall have the title of Director at Large and assist the Board of Directors in various activities to be determined by the Board of Directors. If the past regional Executive cannot participate as the Director at Large, this position will be left unoccupied. The term of office for the officers and directors shall be two (2) years with their terms staggered so the Regional Executive, Treasurer, and four (4) directors, Parliamentarian, Publications, Solo and Trophies are elected at the December Annual Meeting of an odd numbered calendar year and the Assistant Regional Executive, Secretary, and five (5) directors, Meetings, Properties, Publicity, Race and Rally at the December Annual Meeting of an even numbered calendar year. The term of office for the newly elected Board members shall begin on January 1st of each calendar year.

Section 2: VACANCIES IN OFFICE

With the exception of the Regional Executive whose vacancy in office is treated in Article V, Section 1 hereof, in the event that any other officer or Director shall become unable or unwilling to serve, should resign their office or be suspended or removed from the Board, the Board of Directors shall elect a successor to serve the remainder of the term. If the Board of Directors should elect an existing Director to fill an unexpired term of office, then he/she shall resign their former position.

Section 3: NOMINATIONS AND ELECTIONS

Section 3(a): NOMINATING COMMITTEE: At the August (or earlier, if desired) Board of Directors meeting each year, the Regional Executive with the approval of the Board of Directors, shall appoint a Nominating Committee which shall have at least three (3) Regular or Spouse Members. One member of the Nominating Committee (but no more than one member) shall be a member of the Board of Directors, and that person shall be the Chairman of the Nominating Committee. Any member of the Nominating Committee who is nominated for an office shall

remove themselves from the Committee. The Regional Executive shall have the authority to fill the vacancy or vacancies. It shall be the responsibility of the Committee to prepare a slate of nominees for Officers and Directors to be submitted for a vote of the membership, such slate to be finalized at the General Membership meeting held no later than 45 days prior to the Annual Meeting (the "Nominations Meeting"). The Committee must ascertain the willingness of each candidate to serve. At the Nominations Meeting, nominations may also be made from the floor and if seconded, shall be added to the slate prepared by the Nominating Committee. Nominees for Regional Executive and Assistant Regional Executive shall have previously served as elected or appointed members of the Board of Directors. Once the slate is finalized at the Nominations Meeting, provided that all positions have at least one candidate, no further candidates may be added for those positions (and no write-ins shall be permitted on the ballot).

Section 3(b): BALLOTING:

(i) The Official Ballot containing the names of all persons so nominated, and any other matters to be put to a vote of the membership, may be mailed by First Class Mail to all Regular, Spouse and First Gear members in good standing no less than twenty (20) days prior to the Annual Meeting. Distribution of ballots may instead be made, in the discretion of the Board of Directors, by including such ballot in an issue of *Torque of the Town*, provided that such issue meets the time requirement set forth in the preceding sentence. Voting may also be made available on-line through the Region's website (but notice shall still be provided either by separate mailing or by inclusion in *Torque of the Town*). Members shall complete and return Ballots to the Committee Chairman or other member of the Nominating Committee designated by the Chairman, or place their on-line votes (if so available), no later than one (1) hour prior to the time when the Annual Meeting is called to order. The ballots shall remain unopened until the Nominating Committee meets to count them and to tally the on-line votes. Ballots that are mailed in shall have the member's name and membership number printed on the outside of the envelope for verification of eligibility. The Nominating Committee shall be responsible for counting the ballots, and the results shall be announced during the Annual Meeting. Elections shall be determined by a plurality vote. If there is a tie vote for any position, additional elections shall be held until a majority is received by one candidate. The vote can also be resolved if one of the candidates withdraws prior to a new vote. The Election results shall be posted on the Region's website as soon as is practicable, and shall be included in the next issue of the *Torque of the Town* following the election.

(ii) In the event that there is only one candidate for any Officer or Director position, then the balloting procedure set forth above shall be deemed to be unnecessary, and the Secretary shall cast one (1) vote for such unopposed candidate(s).

ARTICLE V
DUTIES OF OFFICERS AND DIRECTORS

Section 1: DUTIES OF THE REGIONAL EXECUTIVE

The Regional Executive (hereinafter referred to as R.E.) shall preside at all regular meetings, special meetings and all meetings of the Board of Directors. The R.E. shall be the Chief Executive Officer of the Club and it shall be the R.E.'s duty and responsibility to set in motion

and carry out the directives and policies of the Board of Directors and to enforce the Bylaws and Article of Incorporation of the Club. The R.E. may call special meetings of the members under the provisions of Article III, Section 2, and of the Board of Directors under the provisions of Article VI, Section 6.. Upon the death, resignation, suspension or removal of the Regional Executive, the Assistant Regional Executive shall automatically become the Regional Executive and serve the remainder of the term of the vacated Regional Executive. A new Assistant Regional Executive shall be elected by the Board of Directors at the next Directors' meeting. A removed Regional Executive shall not thereafter be entitled to be an *ex officio* member of the Board of Directors.

Section 2: DUTIES OF THE ASSISTANT REGIONAL EXECUTIVE

It shall be the duty of the Assistant Regional Executive to coordinate the activities of the Club by supervising the major committees as hereinafter set forth. The Assistant Regional Executive shall be responsible for coordinating membership and the activities with other clubs. In the absence of the Regional Executive or his inability to act, the duties usually appertaining to the office of Regional Executive shall be performed by the Assistant Regional Executive. In addition, the Assistant Regional Executive, or his/her designee, shall fulfill the role of Ombudsman, who's duty it will be to investigate and settle member complaints and mediate grievances or disputes, for the betterment of the club.

Section 3: DUTIES OF THE SECRETARY

The Secretary shall attend all Board Meetings and all meetings of the members, except Social and Committee meetings, and shall record all minutes and votes in a book kept for that purpose. The Secretary shall keep an up-to-date roll of all Club members. The Secretary shall give notice of all meeting of the members and Board of Directors required by law or these By-Laws and shall perform all duties incident to the office, required by law or by a majority of the Board of Directors. The Secretary shall notify new members of the Board of Directors of their election. The Secretary shall have the custody of the corporate seal, and the Club's records. In the absence of the Secretary from any of said meetings, a secretary *protempore* shall be chosen by the presiding officer.

Section 4: DUTIES OF THE TREASURER

The Treasurer shall, subject to such conditions and restrictions as may be made by the Board of Directors, have custody of all monies, debts and obligations belonging to the Club. The Treasurer shall receive all monies. The Treasurer shall make all payments of Club debts. All contracts, checks, drafts, notes, or other orders for payment of money shall be signed in the name of the Club by the Treasurer and one other Club Officer. The Treasurer shall give bond, at Club expense, if required by the Board of Directors. The Treasurer shall report on the financial status of the Club at the Annual Meeting, and if so requested, at any other meeting of the Board of Directors. No obligations, debt, or other liability shall be incurred by the Treasurer, without the specific approval of a majority of the Board of Directors, except that no Treasurer shall be allowed to leave office, either by resignation or completion of term of office, unless he has provided the Board of Directors with a full and accurate accounting of the Club's funds in a form approved and satisfactory to the Board.

Section 5: DUTIES OF THE DIRECTORS

The nine (9) directors as set forth in Article IV, Section 1, shall each become Chairmen of their respective Committees as set forth in Article VI. It shall be the responsibility of these directors to approve and oversee the planning of their respective activities of the club. Each director shall report to and be responsible to the Board of Directors. All actions of the directors shall be coordinated and approved through the Board of Directors.

ARTICLE VI
ADMINISTRATION

Section 1: BOARD OF DIRECTORS

The Board of Directors shall establish the policies and direct the affairs, activities, and property of the club.

Section 2: DUTIES OF THE MAJOR COMMITTEES

The following, named committees, will be headed-up by the appropriately elected Board of Directors Member elected to that position by the membership. At the first regular Board of Directors meeting, the Regional Executive shall introduce each Director and identify to which office they were elected. At this time, the Board of Directors shall discuss projections of goals and budgets for the coming year. Each Director shall produce, in writing, their specific goals and budget requirements (income and expenditures) for the coming year. It is understood that exactness is not necessarily a requirement, but a generalization is expected as decided by the majority of the Board of Directors. The projections for goals and budgets to officially be accepted and approved can be accomplished prior to, but not later than, the first Board of Directors Meeting after March of each year.

Section 2(a): MEETINGS COMMITTEE

It shall be the responsibility of this committee to stage all special and regular meetings of the Club. This committee shall select the meeting place, menu, program and entertainment for such meetings with the thought that all such meetings shall be organized with the same care and preparation that any other event of the Club should receive.

Section 2(b): PUBLICATIONS COMMITTEE

It shall be the responsibility of this Committee to prepare, edit, and distribute the official publication of the Region, *Torque of the Town*, which is to be published at least six (6) times a year. It shall also be the responsibility of this Committee to secure advertising to help defray the cost of the publication. The Board of Directors shall, in conjunction with the Publications Director, establish a printing schedule for *Torque of the Town* for the calendar year at the first Board of Directors meeting of each year. The members of this Committee shall work closely with the members of the Publicity Committee, since the two Directors and their respective Committees are, together, the Board's and the Region's method of communicating with the membership and the public.

Section 2(c): RACING COMMITTEE

It shall be the responsibility of this committee to institute and supervise the Racing Program of the Club. It shall be the responsibility of this committee to procure dates for racing events for SCCA, Inc., to select sites for such events, to select the Race Chairman for each event and to assist and direct a successful Racing Program for the Club. Within this committee the following appointment will be made by Racing Director, subject to the approval of the Board of Directors; Assistant Director of Racing, Director of Driver Training, Chief Timer and Scorer, Chief of Flagging and Communications, Chief Pit and Paddock Marshall, Chief Grid Marshall, Chief Scrutineer, Chief Starter, Chief Registrar, Chief Course Marshall, and Chief of Sound Control. This committee shall coordinate with the Rally and Solo Events Committee.

Section 2(d): RALLY COMMITTEE

It shall be the responsibility of this committee to institute and supervise the Rally Program of the Club. It shall be the duty of this committee to select the Rally Chairman for each event and to direct a successful Rally Program. The Rally Committee shall coordinate with the Racing and Solo Events Committees.

Section 2(e): CLUB PROPERTY COMMITTEE

It shall be the responsibility of this committee to assist in the procurement of such Club property and equipment as directed by the Board of Directors. This committee shall maintain an inventory and care for all Club property and see that it is available for all Club events as may be required. This committee will be responsible for the procurement of new Club property as directed by the Board of Directors, if non-budgeted, or by the originating committee if included in the current budget.

Section 2(f): PARLIAMENTARY PROCEDURES COMMITTEE

It shall be the responsibility of this Committee to determine that the affairs, acts and procedures of the Club follow its Bylaws. This committee shall make readily available to any member, a copy of the current Bylaws, including all amendments.

Section 2(g): PUBLIC RELATIONS COMMITTEE

It shall be the responsibility of this committee to publicize and promote interest in the activities and events of the Club. A special effort shall be made by this committee to notify media of the coming events and to promptly furnish them the results of the club Events. This committee shall coordinate all Automotive Shows and Parades.

Section 2(h): SOLO EVENTS COMMITTEE

It shall be the responsibility of this committee to institute and supervise the Solo Events Program of the Club. This committee shall obtain dates for Solo Events for SCCA, Inc., establish dates for Solo Events in coordinating with the Race, Rally, and Meetings Committee. It shall be the responsibility of this committee to select sites, select event chairman, and to assist and direct success h. d Solo Events Program.

Section 2(i): TROPHY COMMITTEE

It shall be the responsibility of this committee to obtain trophies and awards required for the Club's activities. These shall include, but are not limited to, trophies for the Racing, Solo Events,

and Rally Program, as well as special and annual awards. This committee also takes possession of and displays at the annual meeting of the membership, trophies, plaques and awards won by the Club. This committee shall coordinate with the Race, Solo, and Rally and Meetings committee.

Section 3: OTHER COMMITTEES AND OFFICIALS

The Regional Executive, with the approval of the Board of Directors, may appoint such other committees and Club Officials as he finds desirable from time to time, outlining the duties and responsibilities of such committees. All reports or action taken by a committee must be voted by a majority of the entire committee.

Section 4: REMOVAL OF AN OFFICER OR DIRECTOR FROM OFFICE

Any Officer or Director of this Corporation may be removed from office at any time with cause by a 2/3 majority vote of the entire Board of Directors. This may take place at any meeting of the Board of Directors providing the accused Board member has been notified in writing by the Secretary of the Club of the charges seven (7) days prior to the meeting. At this time the accused Board member will be allowed to defend his/her position by calling witnesses. The Board of Directors may at this time also produce witnesses to substantiate its case. If the Board of Directors decides at this time, by a 2/3 vote, that the charges are justified, the officer or director will be removed from office. If an Officer or Director misses two (2) consecutive Board Meetings, without due cause shown, the office may be declared vacant by a majority of the Board of Directors. Any office of a removed officer or director shall automatically be declared vacant in accordance with Article IV, Section 2 of these Bylaws.

Section 5: MEETINGS

Regular meetings of the Board of Directors shall be held no less often than once each calendar month at such time and place as shall be determined from time to time by a majority of the directors.

Section 6: SPECIAL MEETINGS; MEANS OF COMMUNICATION

(a) Special meetings of the directors may be called: 1) by the Regional Executive; or, 2) must be called by the Secretary at the written request of no less than four (4) of the directors. No less than two (2) days' notice of the special meeting shall be given to each director by the Secretary personally, by U.S. mail, telephone or electronic mail, which notice shall state the time, place and purpose of the special meeting.

(b) The Board may permit any director wishing to do so to participate in any meeting, regular or special, or may conduct any meeting, through the use of any means of communication by which all directors may be heard by each other during the meeting, including use of Internet connections. A director participating in a meeting by any alternative means is deemed to be present in person at the meeting

ARTICLE VII
FISCAL YEAR

The fiscal year of the Club shall be the calendar year.

ARTICLE VIII
PERSONAL LIABILITY

All persons or corporations extending credit to, contracting with, or having any claim against the corporation or the officers shall look only, to the funds and property of the corporation for payment of any such contract of claim or for the payment of any debt, damage, judgment or decree or any other money that may otherwise become due or payable to them from the corporation or the officers, so the neither the members of the corporation nor the officers present or future shall be personally liable therefor.

ARTICLE IX
INDEMNIFICATION

The Board of Directors of the Region is authorized, regardless of the adverse interest of any or all of the Board of Directors, to indemnify and reimburse, at Region expense, any person made a party to any action, suit, or proceeding by reason of the fact that he or a person whose legal representative or successor he is, is or was a Director, Officer, or employee of the Region, for expenses, including attorneys fees and such amount of any judgment money decree, fine penalty, or settlement for which he may have become liable as the Board of Directors deems reasonable settlement of any such action, suit or proceeding, or any appeal therein, except in relation to matters as to which he, or such person whose legal representative or successor he is, is finally adjudged in such action, suit or proceeding, to be liable of gross negligence or willful misconduct in the performance of those duties.

ARTICLE X
AMENDMENTS

(a) The By-Laws may be amended by the following procedure; The Board of Directors of the club, or five (5) percent of the Regular, Spouse, and Junior members; Article II, Section 1(a); in good standing, by written petitions submitted to the Secretary, may propose an amendment to the Bylaws. Upon such proposal being made, a copy thereof shall be presented to the Regular, Spouse, or Junior members in the notice of the next meeting of members together with a ballot upon which members may vote for or against said proposal. If two-thirds of the members voting, vote in favor of the proposal either by a signed ballot or in person at the meeting, the proposed amendment shall be approved and adopted.

(b) In addition to the procedures set forth in paragraph (a) of this Article X, if the Board of Directors, by majority vote, determines that any provision of the Bylaws is (i) incorrect, whether

through typographical error or change in policy of SCCA which makes such provision inaccurate, or (ii) unclear, and such incorrect or unclear provision could be corrected by an amendment which would not have any material effect on the rights, duties or obligations of any Officer, Director or member of the Region, the Board of Directors may by majority vote enact such amendment. Such amendment shall be published on the Region's website and in the next issue of *Torque of the Town*. In the event that one percent (1%) or more of the Regular, Spouse and/or First Gear members of the Region, in good standing, notify any member of the Board of Directors within thirty (30) days after such issue of *Torque of the Town* has been mailed, that in their reasonable opinion such amendment could, in fact, have a material effect on the rights, duties or obligations of any Officer, Director or member of the Region, then such amendment shall be deemed to have been repealed until such time as a vote of the membership, as set forth in paragraph (a) of this Article X, can be conducted with respect thereto.

Last Revision date: January 2008