

## **BYLAWS FOR:**

### **THE EAST TENNESSEE REGION, SPORTS CAR CLUB OF AMERICA, INC.**

#### **ARTICLE I: NAME AND PURPOSE:**

Section 1: Name: The name of the club shall be the East Tennessee Region, Sports Car Club of America, Inc. hereinafter referred to as 'The Club.'

Section 2. Purpose: The Club shall be a civic league, the purpose of which shall be exclusively for the promotion of the social welfare and education of the community, primarily through the promotion of national and international amateur sports competition. As such the Club will promote the following activities and objectives:  
Promotion of an interest in the ownership, operation of, and safety of sports cars;  
Promotion of activities to develop driving skills;  
Promotion of participation in Club and competition events by members;  
Promotion of Solo Autocross Programs, Club Racing, and events within the community;  
Participation in professional events sanctioned by the National SCCA and other professional racing organizations;  
Promote driver safety education and cooperation.

Section 3. Website: The club maintains a website at <http://www.etrscga.org/> (hereinafter referred to as the Website), and a message forum located at <http://www.etrscga.org/etrscgaforum/> (hereinafter referred to as the Forum). It is intended that the website and forum shall be the primary method of contact between the Club and its members.

#### **ARTICLE II: MEMBERSHIP:**

Section 1. Membership: Membership in the Club shall be open to any person who desires to become a member, who pays the required annual membership dues and who agrees to abide by such rules of conduct and procedure as may be determined by the Board of Directors of the East Tennessee Region and/or the National Directors of Sports Car Club of America.

Section 2. Dues: Annual dues shall be established each year by the Board of Directors.

Section 3. Discipline: Suspension and Expulsion: The Board shall develop a code of conduct for all Club members to abide by. Any member may be disciplined or suspended by a majority vote of the Board of Directors at any time for an infraction of any Club rule or for any other cause if the Board of Directors shall deem such action in the best interest of the Club. The Board of Directors shall immediately notify the member of the action taken by the Board. The member shall be entitled to a review of the discipline or suspension according to the procedures defined and adopted by the Board.

In the event of such a review, the Board shall set a date for the review within sixty (60) days of the notice of such a review.

Section 4. Indebtedness: Any member indebted to the Club, other than for nonpayment of dues, and becoming more than sixty days delinquent in such indebtedness, may have their name and the amount of such indebtedness published twice on the Website or Forum, after which time, expulsion proceeding, as set forth above, may be brought against them, as may any appropriate legal action.

Section 5. Resignation: Any member may resign by directing a letter of resignation to the Secretary.

### **ARTICLE III: BOARD OF DIRECTORS:**

Section 1. Administration: The administration of The Club shall be by the Board of Directors. The Board of Directors shall consist of the Officers and Directors whose election, qualification, duties and term of office are set forth below.

Section 2. Officers: The elected officers of The Club shall be the Regional Executive who will function as President, Secretary, and Treasurer. They shall serve for one year beginning January 1st or until their successors are elected and qualified.

Section 3. Directors: In addition, there shall be six (6) elected directors. Each director shall serve for one year beginning January 1st or until their successors are elected and qualified.

Section 4. Election: At the November Regular Business Meeting, the Board of Directors shall accept nominations for the Officers and Directors. If there are more nominations than positions available, the Secretary shall cause election ballots to be mailed to each member. The results shall be tallied by the Secretary and published on the forum no later than December 31.

By majority vote, the Board of Directors may authorize the use of an alternative electronic voting method to replace Article III, Section IV, that utilizes the Website or Forum.

Section 5. Vacancies: In the event of vacancy among the Officers or Directors, the Board of Directors shall appoint an acting officer or director to serve for the remaining service period of the vacated position. The appointee shall have the full authority of his position.

Section 6. Qualifications: Officers and Directors shall have been a member of The Club and SCCA, Inc. continuously for at least one year prior to taking office. For purposes of this section, membership shall be deemed to have begun as of the date the member's application is received by The Club's treasurer. In addition, Officers and Directors must have an account on the Forum, as verified by the Club's Webmaster.

## Section 7.

### Duties of Officers and Directors.

- a. The **Regional Executive** shall preside at all meetings of The Club and Board of directors. He shall perform the duties usually pertaining to the office of President.
- b. The **Secretary** shall attend all meetings of the members and Board of Directors and shall record all minutes and votes in a book kept for the purpose. He shall keep an up-to-date roll of all Club members. He shall give all notices of meetings of the members required by law or by the Board of Directors.
- c. The **Treasurer** shall, subject to such conditions and restriction as may be made by the Board of Directors, have custody of all moneys, debts, obligations belonging to The Club. He shall receive all moneys of The Club and deposit same in The Club account. He 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 either by the President or by the Treasurer. The Treasurer shall give a 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 prior approval of the majority of the Board of Directors.
- d. The **Directors** shall advise and assist the officers in the general administration of The Club.

Section 8. Votes: Each member of the Board of Directors shall have one vote.

Section 9. Quorum: Quorum of the Board of Directors shall be a majority of the then existing members of the Board of Directors.

## **ARTICLE IV: MEETINGS:**

Section 1. Regular Business Meetings: Regular Business Meetings of the membership shall be held monthly or as otherwise scheduled by the Board of Directors. The purpose of the Regular Business Meetings shall be to exchange information, to provide advisory input to the Board of Directors, and for the fellowship of the members. In addition, the Board of Directors shall vote and decide on matters of club management at these meetings by simple majority.

Section 2. Roberts Rules of Order: Roberts Rules of Order shall apply to each Regular Business Meeting.

Section 3. Quorum: A Quorum is required at each Regular Business Meeting.

Section 4. Notice: The Secretary shall post a Notice on the Forum prior to each meeting detailing the time and place of each meeting.

Section 5. Internet Voting: The Club realizes that the Board may sometimes be required to make quick decisions before a Regular Business Meeting. As a result, the Board of

Directors may vote on Club Business using the Forum. A simple majority vote of the Board of Directors shall be required.

Section 6. Absence of the Regional Executive: If the Regional Executive cannot attend a Regular Business Meeting, he shall appoint an Office or Director to conduct the meeting in his place.

Section 7. Yearly Business Meeting: In addition to the Regular Business Meeting discussed above, the Club shall conduct one Yearly Business Meeting. The time and place of this meeting shall be selected by the Board of Directors, and the Secretary shall cause a Notice to be placed on the forum at least 30 days prior to such meeting. The Notice shall contain the time and location of the meeting, and shall also contain a description of all business to be discussed at the meeting.

#### **ARTICLE V: COMMITTEES:**

Section 1: Solo Board: The Board of Directors shall appoint a Solo Board at the January Regular Business meeting, whose duties shall be to manage the Club's Solo or Autocross Programs. Any member may be appointed to the Solo Board, and the board shall meet as required to fulfill its purpose.

Section 2: Other Committees: The Board of Directors shall have the power to appoint other committees as required by the Club.

#### **ARTICLE VI: AMENDMENTS:**

Section 1: Procedure: These bylaws may only be Amended at any Business Meeting so designated by the Board of Directors. Any Amendments must be approved by a 2/3rds majority of all Members present at the meeting. A quorum is not required.

Section 2: Notice: Notice shall be given by the Secretary on the Forum of any proposed amendments at least 30 days prior to the Business Meeting designated in Art. VI, § 1 above. The Notice shall contain a copy of any proposed amendments to the bylaws, as well as the current bylaws to be amended.

#### **ARTICLE VII: STOCK:**

Section 1: No Stock: There shall be no stock issued in the Club.

#### **ARTICLE VIII: SEVERABILITY:**

Section 1: Severability: Any provision of these Bylaws which is inconsistent with existing laws of the State of Tennessee or with the Bylaws of the Sports Car Club of America, Inc., shall not invalidate the provisions thereof, except to such inconsistency. Otherwise, these Bylaws shall be in full force and effect.

## **ARTICLE IX: TAXATION AND DISSOLUTION:**

Section 1: Non Profit: The Club shall remain dedicated to the charitable purposes identified in its mission statement found in Article I, § 2 above. The Club is not organized for the benefit of any private interests, and no net earnings shall go to the benefit of any private individual or shareholder.

Section 2: Dissolution: Should The Club ever be dissolved under the laws of the State of Tennessee, all remaining assets shall be used exclusively for charitable, religious, educational, and/or scientific purposes.

Section 3: Compensation: At no time shall any Officer or Director receive a salary or other compensation for time spent devoted to Club business.

Section 4. Lobbying: At no time shall club assets be used influence legislation, political campaigns, or other lobbying efforts.

## **ARTICLE X: FISCAL YEAR:**

Section 1. Fiscal Year: The fiscal year of the Club shall be from January 1 to December 31.

## **ARTICLE XII: PERSONAL LIABILITY:**

Section 1. Personal Liability: All persons or corporations extending credit to, contracting with, or having any claim against The Club or the Officers or Directors shall look only to the funds and property of The Club for payment of any such contract or 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 Club or the Officers or Directors, so that neither the members of The Club nor the Officers or Directors present or future shall be personally liable therefore.

## **ARTICLE XIII: ADOPTION:**

These bylaws were adopted by vote of the membership of the East Tennessee Region, Sports Car Club of America, Inc. on \_\_\_\_\_.