

# CONSTITUTION and BY-LAWS

## CINCINNATI REGION SCCA, INC.



## CONSTITUTION

### SECTION 1. NAME

The name of this organization is "Cincinnati Region SCCA, Inc." hereafter referred to as "The Club",

### SECTION 2. PURPOSES

The nature of the activities to be conducted and the purposes to be permitted 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, and other forms of automotive competition, by dissemination of information through news releases and Club publications, and through related social and recreational activities for the instruction and enjoyment of its members, and to own real and personal property as intended to the foregoing purposes.

The Club shall operate as a non-profit making corporation in accordance with applicable state and federal regulations.

# **BY-LAWS**

## **ARTICLE I – MEMBERSHIP**

### **SECTION 1. ADMISSION**

- A. Membership in the Club shall be restricted to owners of sports cars and/or persons interested in sports cars and the purposes of this Club.
- B. The Membership Application must be accompanied by full payment of current National and Regional dues.
- C. The spouse and / or family members of a member in good standing shall be admitted to the Club upon completion of item B.

### **SECTION 2. RESIGNATION**

Any member may resign by directing a letter of resignation to the Secretary. The resignation shall be in effect upon receipt, provided all indebtedness to the Club is paid, and all Club property returned.

### **SECTION 3. REMOVAL FOR CAUSE**

Whenever the conduct of a member shall, in the opinion of the Board of Directors be considered contrary to the best interest of the Club, the member may be expelled by a majority vote of the Board of Directors. Such member, however, shall, upon request in writing, be granted a hearing before the Board of Directors whose decision after such hearing, if any, shall be final.

Any member who has not paid the dues or other indebtedness to either the Club or Sports Car Club of America, Inc. within sixty (60) days after the same becomes due shall automatically be expelled from membership and the name stricken from the membership records.

### **SECTION 4. TRANSFER & PLURAL MEMBERSHIP**

Members of other regions of the Sports Car Club of America, Inc. shall be adopted as members of the Club upon compliance with the admission requirements outlined in Section 1.A. and B.

### **SECTION 5. LIFE MEMBERSHIP**

A head of household or spouse member in good standing who has been a member for twenty (20) or more continuous years shall become a life member of the

Cincinnati Region SCCA. Life members will not be required to pay Regional dues. An appropriate pin shall be presented to life members proclaiming their status in the Club. Life members retain full privileges of paid Regional members.

## SECTION 6. HONORARY MEMBERSHIP

A person may be nominated for honorary membership by any member in good standing. The nomination will be submitted to the Board of Directors for approval. Honorary members are not entitled to hold office or vote.

## ARTICLE II – MEETINGS

### SECTION 1. SCHEDULE

There shall be regular meetings each calendar year of the members of the Club and also of the Board of Directors. These meetings shall normally be held on the third Tuesday of the month, at a time and place designated by the Board of Directors.

The Board of Directors may change the date, time, or place of any meeting provided that notice of such change is published in accordance with Section 4 below.

### SECTION 2. ANNUAL MEETING

The November meeting of the members of the Club shall be known as the Annual Meeting. This meeting shall be reserved for the election of Officers and Members at Large of the Board of Directors, reports of Officers and committees, and other such business as may lawfully come before the meeting.

### SECTION 3. SPECIAL MEETINGS

Special meetings of the Board of Directors may be held at any time upon call of the Regional Executive or Chairman of the Board, or a majority of the Board of Directors, or upon written request of fifteen or more members, stating briefly the purpose thereof, provided notice is given in accordance with the provisions in Section 4, below.

### SECTION 4. NOTICE

A written or printed notice, stating the place, day, hour, and purpose of any meeting of the members, including special meeting, shall be given by newsletter or by the Secretary not less than seven (7) days and not more than fourteen (14) days before such meetings, to each member. Such notice shall be by mailing

postpaid to the address appearing in the records of the Club, or by electronic notification through email to the address appearing in the records of the Club if the member has on file with the Club a request to send all notices by email. The Publication Chairperson shall be responsible for maintaining the mailing lists used by the Club.

Notice of any meetings of the Board of Directors shall be given, verbally or in writing, to the members thereof by the chairperson of the Board.

## SECTION 5. ORDER OF BUSINESS & RULES OF PROCEDURE

- A. Order of Business – Business matters at all meetings shall be taken up in the following order:
1. Secretary’s Report
  2. Treasurer’s Report
  3. Reports from Officers and Committees
  4. Old Business
  5. New Business
  6. Other Matters
- B. Rules of Procedure – Whenever conflicts or disagreements arise concerning the conduct of business during any meeting, Robert’s Rules of Order as amended from time to time shall govern, except where they conflict with this Constitution.
- C. Exceptions – Discussion from the floor in excess of fifteen (15) minutes total shall be referred to committee at the discretion of the presiding officer.

## ARTICLE III – ANNUAL DUES

### SECTION 1. REGIONAL

Annual Regional Dues of the Club shall be \$15.00 per member, or such other amount as the Board of Directors shall deem necessary.

A member whose spouse is a dues paying member of the Club shall not be required to pay Regional Dues.

Regional Dues shall be payable to SCCA National headquarters in conjunction with National dues.

### SECTION 2. NATIONAL

Annual Dues payable to the Sports Car Club of America, Inc. shall be in accordance with the By-Laws of the organization.

In order for a member to be in good standing of the Club, a member must also be a member in good standing of the Sports Car Club of America, Inc.

## ARTICLE IV – ELECTED OFFICERS

### SECTION 1. OFFICERS

The elected Officers of the Club shall be the Regional Executive, Assistant Regional Executive, Treasurer, and Secretary. No Officer shall hold more than one office or position on the Board of Directors at any time.

### SECTION 2. DUTIES

#### **Regional Executive**

The Regional Executive shall preside at all the membership meetings and shall perform the duties usually pertaining to the office of “president.” The Regional Executive shall normally appoint the following Chairpersons, and others as deemed necessary, subject to approval by the Board of Directors: Publication, PR/Publicity, Membership, Race, Time Trials, Rally, and Solo.

#### **Assistant Regional Executive**

In the absence of the Regional Executive, the duties of the Regional Executive shall be performed by the Assistant Regional Executive. In the event of the death, resignation, or inability to act of the Regional Executive, the duties of the office of the Regional Executive shall be performed by the Assistant Regional Executive for the unexpired term. The Assistant Regional Executive shall maintain an up to date inventory of Club property. The Assistant Regional Executive shall also perform any other duties assigned by the Regional Executive.

#### **Treasurer**

The Treasurer shall, subject to such conditions and restrictions as may be made by the Board of Directors, have custody of all monies, properties, debts, and obligations. The Treasurer shall have direct control over and supervision of all payment of Club debts and obligations. The Treasurer shall give a report of the financial status of the Club at the Annual Meeting, and, if so requested, at any other meeting. The Treasurer shall, if requested by the Board of Directors, submit his books and records to an auditing committee composed of individuals or accountants selected by the Board of Directors. The Treasurer may, with the approval of a majority of the Board of Directors, appoint an Assistant Treasurer and delegate such functions and powers of the office of Treasurer as he or she may decide. Disbursement of Club funds may be made by the signature of either

the Regional Executive or the Treasurer. They both shall be bonded at Club expense.

### **Secretary**

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 and shall have this book Present at all Board meetings. The Secretary shall keep an up to date roll of the Club members. The Secretary shall give all notices of meetings of the members, and shall perform all duties incident to the office required by those By-Laws or the Board of Directors. With the approval of the Board of Directors, the Secretary may appoint an Assistant Secretary and delegate to that person such functions and powers of the office of Secretary as the Secretary may decide. The Secretary shall prepare all necessary ballots for Elections and any other matters which require a vote by secret ballot at any meeting. The Secretary shall have custody of the Club records. In the absence of the Secretary from any of said meetings, a Secretary pro-Tempore shall be chosen by the presiding officer.

### **SECTION 3. REMUNERATION FOR OFFICERS AND CHAIRPERSONS**

The Club may reimburse Cincinnati SCCA Regional dues and SCCA National dues for the following elected officers and appointed chairpersons: Regional Executive, Treasurer, Race Chairperson, Time Trial Chairperson, Solo Chairperson, Rally Chairperson, Publication Chairperson (newsletter editor), and Webmaster.

The Club may reimburse Cincinnati SCCA Regional dues and one half (1/2) SCCA National dues for the following elected officers and appointed chairpersons: Assistant Regional Executive, Secretary, PR/Publicity Chairperson, Membership Chairperson, and any other positions as deemed appropriate by the Board.

Upon approval by majority vote of the Board of Directors, remuneration shall be for SCCA dues paid in the year that the person holds one of the above positions, and is payable at the end of that calendar year. A vote of approval shall be based on the successful completion of the duties of the position for the entire calendar year.

In the event that one individual holds multiple positions during a calendar year, the total remuneration for that person may not exceed the sum of Cincinnati SCCA Regional dues plus SCCA National dues. Remuneration shall be for standard, individual member dues, paid by the individual, and is not to include additional fees such as for licenses.

## ARTICLE V – BOARD OF DIRECTORS

### SECTION 1. MEMBERSHIP

The Board of Directors shall be composed of the past Regional Executive, who shall be the Chairperson of the Board, the Officers of the Club, and six (6) members-at-large. The preceding shall be the only persons empowered to vote at a Board of Directors meeting.

### SECTION 2. DUTIES

The control and management of the Club and its property shall be vested in the Board of Directors, except that by a two-thirds majority vote the members of the Club may override any action of the Board.

### SECTION 3. CHAIRPERSON PRO-TEMPORE

The Chairperson of the Board shall preside at all Board of Directors meetings. Should the Chairperson not be at a Board Meeting, this duty shall fall to the officers of the Club in the following order: Regional Executive, Assistant Regional Executive, Secretary, Treasurer, Senior Board members at large.

### SECTION 4. QUORUM

A Majority of the Board of Directors shall constitute a quorum at any meeting of the Board, and may act in any manner within its competence by vote of a majority of the members present while a quorum is present.

### SECTION 5. RESIGNATION

Any member of the Board may resign by directing a letter of resignation to the Secretary. The resignation shall be in effect upon receipt of said letter.

### SECTION 6. REMOVAL FOR CAUSE

Whenever the conduct of a Member of the Board shall, in the opinion of a two-thirds majority of the Board, be considered contrary to the best interests of the Club, the board member in question shall be removed from the Board and from any office held at that time.

### SECTION 7. REPLACEMENT OF BOARD MEMBER

Any Officer or Member of the Board who resigns or is removed for cause may be replaced by appointment of the Regional Executive with approval of a majority of the Board of Directors. The appointee shall serve until the next election.

## ARTICLE VI – ELECTIONS

### SECTION 1. REQUIREMENTS FOR OFFICE

#### **1. General**

In order to qualify for election to any office, or elective position, a candidate must be a member in good standing of the Club.

#### **2. Regional Executive**

In order to qualify as a candidate for the office of Regional Executive, a member should be a member of the Board of Directors during the calendar year in which the election is held.

In the event that there are not two members who meet the above qualifications, who are not willing to accept the nomination and who are recommended by the Nominating Committee, the Committee may present the names of other potential candidates to the Board of Directors for approval.

Further, nominations from the floor for the office of Regional Executive must be by means of a written petition containing the signature of at least ten (10) members in good standing.

### SECTION 2. NOMINATING PROCEDURE

The Nominating Committee shall prepare a slate of candidates for presentation to the membership as follows:

1. There shall be at least one nomination for each of the remaining offices to be elected.
2. There shall be at least three nominations for the positions of Members-at-Large on the Board of Directors.

This slate of candidates shall be presented to the membership of the Club at the October meeting.

Additional nominations of candidates will be accepted from the floor at the October meeting of the membership.

The names of all candidates shall be published in the Club newsletter prior to the Annual Meeting.

### SECTION 3. ELECTION PROCEDURE

The election of Officers and Members-at-Large of the Board of Directors shall be conducted by secret ballot at the Annual Meeting.

Three Members-at-Large of the Board of Directors shall be elected each year. Members shall vote for three (3) candidates from among no more than six (6).

The ballots shall be distributed, collected, and counted by a committee of three (3) members appointed by the Regional Executive. At least one member of this committee shall not be a member of the Board of Directors.

### SECTION 4. TERMS OF OFFICE

All Officers shall be elected to serve for one calendar year.

Members-at-Large of the Board of Directors shall be elected to serve for a term of two calendar years.

The new Board shall take office January 1<sup>st</sup>.

## ARTICLE VII – COMMITTEES

### SECTION 1. APPOINTMENT

The Board of Directors shall appoint such committees as it finds desirable from time to time, and shall outline the duties and responsibilities of such committee. All reports or actions taken by a committee must be approved by a majority of the entire committee. All actions taken by any committee are subject to review by the Board of Directors.

### SECTION 2. NOMINATING COMMITTEE

The Regional Executive shall appoint a Nominating Committee consisting of not less than two (2) or more than four (4) members at least ninety (90) days prior to the Annual Meeting. The Committee shall prepare a slate of nominees for the annual election in accordance with Provisions of Article VI, Section 1 and 2.

### SECTION 3. RACE COMMITTEE

The Race Chairperson shall appoint a Race Committee consisting of not less than three (3) or more than ten (10) members to serve for a term of one calendar year. The Race Committee shall be responsible for the organization and conduct of all races sponsored by Club, in accordance with SCCA National rules.

#### SECTION 4. TIME TRIAL COMMITTEE

The Time Trial Chairperson shall appoint a Time Trial Committee consisting of not less than three (3) or more than ten (10) members to serve for a term of one calendar year. The Time Trial Committee shall be responsible for the organization and conduct of all time trials sponsored by Club, in accordance with SCCA National rules.

#### SECTION 5. RALLY COMMITTEE

The Rally Chairperson shall appoint a Rally Committee consisting of not less than two (2) or more than ten (10) members. The Rally Committee shall be responsible for the organization and conduct of all rallies sponsored by the Club, in accordance with SCCA National rules.

#### SECTION 6. SOLO COMMITTEE

The Solo Chairperson shall appoint a Solo Committee consisting of not less than two (2) or more than ten (10) members. The Solo Committee shall be responsible for the organization and conduct of all Solo events sponsored by the Club, in accordance with SCCA National rules.

### ARTICLE VIII – FISCAL YEAR

The Fiscal Year of the Club shall be the calendar year.

### ARTICLE IX – PERSONAL LIABILITY

#### SECTION 1.

All persons or corporations extending credit to, contracting with, or having any claim against the Club or the Board of Directors shall look only at the funds and property of the Club for the payment of any debt, damages, judgment or decree, or any other money that may otherwise become due or payable to them from the Club or Board of Directors, so that neither the members of the Club, nor the Board of Directors, present or future, shall be personally liable therefore.

### ARTICLE X – INDEMNIFICATION

#### SECTION 1.

The Board of Directors of the Club is authorized, regardless of the adverse interest of any or all of the directors, to indemnify and reimburse at Club expense,

any person made a party to any action, suit or proceeding by reason of the fact that he, she or a person whose legal representative or successor he or she is or was, a director, officer or employee of the Club, for expenses, including attorneys' fees, and such amount of any judgment, money decree, fine penalty or settlement for which this person may have become liable as the Board of Directors deems reasonable, actually incurred by this person in connection with the defense or reasonable settlement of any such action, suit or proceeding, or any appeal therein, except in relation to matters as to which he or she, or such person whose legal representative or successor he or she is, is finally adjudged in such action, suit or proceeding, to be liable for negligence or misconduct in the performance of his duties. The Club may indemnify or reimburse, at Club expense, any person made a party to any action, suit or proceeding of reason of the fact that he, she, or a person whose legal representative or successor he or she is, served at its request as a director, officer or employee of another corporation, for expenses, including attorney fees, and such amount of any judgment, money decree, fine penalty or settlement for which this person may have become liable as the Board of Directors deems reasonable, actually incurred by this person in connection with the defense or reasonable settlement of any such action, suit or proceeding, or any appeal therein, except in relation to matters as to which he, she, or such person whose legal representative or successor he or she is, is finally adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of his duties as director, officer or employee of such other corporation.

## ARTICLE XI – AMENDMENT

### SECTION 1. EFFECTIVE DATE

These By-Laws and Constitution are effective as of November 16, 2010 and shall remain in effect until properly amended.

### SECTION 2. PROCEDURE

The Board of Directors, or any fifteen (15) members in good standing, by written petition submitted to the Secretary, may propose an amendment to these By-Laws. Upon such a proposal being made, a copy thereof shall be read at the next membership meeting. If two-thirds of the members present at the membership meeting following the reading shall vote in favor of the proposed amendment, it shall be thereby approved and adopted. The Board of Directors will devise and use a secret ballot form, which is satisfactory to a majority of the Board of Directors. The Secretary shall conduct and give the results of the vote immediately following the close of the balloting. The proposed amendments shall be published in the Club's newsletter prior to the meeting at which the vote for adoption is taken.

