

# **NORTHWEST REGION SPORTS CAR CLUB OF AMERICA, INC.**

## **BYLAWS**

### **ARTICLE I. NAME AND PURPOSE**

**Section 1. Name:** The name of the Club shall be **NORTHWEST REGION, SPORTS CAR CLUB OF AMERICA, INCORPORATED.**

**Section 2. Affiliation:** The Northwest "Region" shall be a local chapter of the Sports Car "Club" of America, and shall comply with applicable provisions of the Club's Articles of Incorporation, Bylaws, and such rules and regulations as shall be promulgated from time to time by the Club. The Region shall endeavor at all times to maintain in good standing its Regional Charter, issued by the Club.

**Section 3. Purposes:** The nature of the activities to be conducted and the purposes 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, autocrossing and other forms of automotive competition, by dissemination of information through news releases and Regional publications, and through related social and recreational activities for the instruction and enjoyment of its members.

The Region is organized exclusively for these charitable and educational purposes, including for such purposes, the making of distributions to organizations that qualify as exempt under Section 501(c)(4) of the Internal Revenue Code of 1986.

**Section 4. Emblem:** The Region emblem shall be in the shape of a Norman shield, white background with black border; in the upper left corner shall be a black and white checkered flag; to the left of center, extending the full length of the shield shall be a green triangle with stem, an impressionistic tree for the Evergreen State, Washington; in the upper right corner of the shield shall be the letters "NWR" in green, signifying Northwest Region; superimposed upon the "tree" and slightly to the right of and lower than the center of the shield shall be a design of a knock-off-hub type of wire wheel with tire in red, white, and black on which shall be inscribed the words "Sports Car Club of America." The Region emblem shall be a design designated by the Board of Directors.

**Section 5. Exempt Organization:** No part of the net earnings of the Region shall inure to the benefit of, or be distributed to, its members, Board of Directors, Officers, or other private persons, except that the Region shall be authorized and empowered to pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes set forth in Article I, Section 3 hereof. No substantial part of the activities of the Region shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Region shall not participate in, or intervene in (including publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Bylaws, the Region shall not carry on any other activities not permitted to be carried on according to appropriate Washington State and Internal Revenue Service regulations for Not-For-Profit Corporations.

## ARTICLE II. MEMBERSHIP

Section 1. Members: There shall be five classes of membership: Regular, Spouse, First Gear, Family, and Dual. Any person interested in and capable of furthering the purposes of the Region shall be eligible for membership.

- a) Full Members are those in the five categories directly below, and will be referred to as Full Members throughout these Bylaws. Full Members in good standing shall be entitled to all the privileges of membership in both the Club and the Region except as listed below.
  - (1) Regular Members are those individuals who have been admitted to membership as provided in Section 2 of this Article, and shall include both Annual and Life Members in good standing on the date these Bylaws became effective.
  - (2) Spouse Members are defined as a Regular Member's spouse and are the same as described in sub-section (1) above except that Spouse Members do not receive the Region's publication, Northwest Sports Car News, nor the Club's publication, Sports Car.
  - (3) First Gear Members are defined as Regular Members under age 25 and shall be accorded the same privileges as Regular Members.
  - (4) Dual Members are Regular Members in good standing whose Region of Record is other than Northwest Region, and are the same as described in sub-section (1) above, except that they are not eligible for competitor monetary awards given by the Region nor are they eligible to be Officers of the Region.
  - (5) Family Members include the regular member, his/her spouse and immediate family members under age 21 residing at home, and are the same as described in sub-section (1) above except those under age 16 can neither vote nor hold elected office in the Region. The Family will receive one copy of the Region's publication, Northwest Sports Car News, and the Club's publication, Sports Car.

Section 2. Application for Membership: All applications for membership not submitted to the national office shall be presented to the Membership Chairperson or any officers of the region for submission to the SCCA national office.

Section 3. Dues: The membership year of the Region shall be the same as that fixed by the Club; that is, Full Members shall be deemed in good standing for one full year after they initially join the Club and the Region. The Club shall mail dues notices to Full Members, payable on the anniversary date of the initial membership. Members of the Region shall be deemed to be in good standing unless their names have been eliminated from the Club rolls. No refund of dues shall be made under any circumstances.

- a) Regular, Spouse, and Family membership dues shall be fixed by the Club and the Board of Directors of the Region combined.
- b) Dual membership dues shall be fixed by the Board of Directors of the Region.
- c) First Gear regional dues are set by SCCA National Office.

Section 4. Resignation, Termination, and Suspension:

- a) A member may resign by letter addressed to the Regional Executive. Resignation shall be effective upon approval of the Regional Executive.
- b) The membership of any member indebted to the Region or any other region and delinquent for more than 90 days in such indebtedness shall automatically lapse and such member shall thereupon forfeit all dues and fees already paid.
- c) Membership shall automatically lapse for nonpayment of dues on the member's anniversary date.
- d) The Board of Directors of this Region, may suspend a member at any time for infraction of any Club rule or for any other cause if the Board of Directors shall deem such action to be in the best interests of the Region. The Board of Directors shall immediately notify a member so suspended, in writing, of the suspension. The suspended member shall thereafter be entitled to a reasonable opportunity to be heard, in person or through a representative, by the

Board of Directors or a committee appointed by it concerning his/her suspension. The Board of Directors may thereafter continue for a definite term, terminate or rescind the suspension or expel the member, and its decision shall be final.

Section 5. Payment of Funds: All funds for SCCA membership and SCCA events shall be in U.S. funds at the exchange rate as of the date on the check, money order, or cashier's check.

### **ARTICLE III. MEETINGS OF THE MEMBERS AND ELECTIONS**

Section 1. Annual Meeting: The Annual Meeting of the Region shall be held in January or February of each calendar year for presenting the reports of officers, committees, and boards, and such other business as may lawfully come before the meeting. The Regional Executive shall establish the time and place of the Annual Meeting, which will be held in conjunction with a regular membership meeting, with approval by the Board of Directors.

Section 2. Annual Meeting Notice: A written notice of each Annual Meeting setting the place, hour, date, and purpose thereof shall be mailed, emailed, placed on the region's website, and published in Northwest Sports Car News by an officer of the Region to every Full Member not less than 10 nor more than 45 days before such meeting. No action shall be taken at any Annual Meeting of the members unless the intention to consider the subject matter has been set forth in the notice of the meeting.

Section 3. Membership Meetings: Membership meetings shall be held at such time and place as the Regional Executive shall designate. The meetings may include reports to the members regarding Regional business and may include social functions.

Section 4. Special Meetings: Special meetings of the Region may be called at any time by the Regional Executive, or a majority of the Board of Directors upon their motion, and such meeting shall be held at such time and place as may be designated by the Regional Executive or the Board of Directors, but subject to notice being published in the Northwest Sports Car News, and mailed or emailed by an Officer of the Region to every Full Member at least 10 (ten) days in advance of the special meeting, and placed on the region's website,

Section 5. Voting: At all general meetings of the members, a quorum shall consist of seven of the Region's Full Members. Family Members under age 16 shall not be eligible to vote. All action, except Amendment(s) of the Articles of Incorporation and Amendment of these Bylaws, shall be by a majority of those present and voting.

Section 6. Nominations: The nominations for new officers shall be opened at the September Board of Directors meeting. The membership meeting in October shall be a nomination meeting. Nominations of candidates for Elected Officers and Board of Directors may be made in writing, if signed by two members in good standing, mailed or delivered to the Secretary, and received by the nomination meeting. Nominations may also be made by any members in good standing at this meeting.

The Regional Executive in conjunction with the Board of Directors shall appoint a nominating committee of five members of the Region who are in good standing by the September Board of Directors meeting. Officers or Board of Directors of the Region whose positions are open for nomination shall not be appointed to the nominating committee. The nominating committee will prepare a slate of candidates for nomination at the nomination meeting. The nomination committee shall hold open meetings.

Section 7. Elections: Voting for Elected Officers and Board of Directors, and for Amendments of the Articles of Incorporation and/or Bylaws shall be by official ballot, which may be filed with the Officer in charge of the meeting or his/her designee, by mail, email or in person. The Board of Directors shall adopt procedures for balloting, which shall be published in the Manual of Board Policies and Procedures.

- a) Teller Committee: A Teller Committee shall be appointed by the Board of Directors for the period of time encompassing the current election. In the case of elections for Officers and

Board of Directors, the members of the Teller Committee shall be announced at the nomination meeting. The Teller Committee shall be comprised of three members in good standing who may be Full Members age 16 or older . No members of the Board of Directors, elected officers, or candidates shall be eligible to serve on the Teller Committee. The Teller Committee shall be responsible for the conduct of the election, and shall provide a report of the vote count to the Board of Directors. The Teller Committee shall hold an open meeting to count the ballots. The time and place of the meeting shall be published in advance *on the Region's website and if available in Northwest Sports Car News*. The ballots and all related materials shall be retained until the next general membership meeting.

- b) Election Results: Results of the election shall be printed in the next issue of the *Northwest Sports Car News and on the region's website*.
- c) Write-in Candidates: Write-in candidates shall not be permitted.
- d) After the close of the nominations, unopposed candidates shall be deemed automatically elected and shall not appear on the election ballot.

Section 8. Elections of Officers: Elections of officers shall be held such that the ballots are due no later than at the scheduled board meeting for November.

Section 9. Rules of Procedure: All meetings of the Region, the Board of Directors, and Committees shall be conducted in accordance with "Robert's Rules of Order".

#### **ARTICLE IV. OFFICERS**

Section 1. Number and Term of Elected Officers: The elected Officers shall be a Regional Executive, Assistant Regional Executive, Secretary, and Treasurer. Each shall serve a term of one year commencing on January 1 immediately following the election of Officers except for the Regional Executive, who shall serve a term of two years. No person shall hold more than one elected or appointed voting office at any one time.

Section 2. Qualifications of Officers: Any member in good standing may be elected or appointed by the Board of Directors to an elective position.

Section 3. Duties of Elected Officers: In addition to the duties set forth in these Bylaws, the Board of Directors shall adopt a position description for each Officer or Director which shall be published in the Manual of Board Policies and Procedures.

- a) Regional Executive: The Regional Executive ("RE") shall serve as a voting member of the Board of Directors and shall preside at all meetings of the members and the Board. The RE shall perform those duties ordinarily pertaining to a chief Executive Officer and those duties set forth in the Manual of Board Policies and Procedures. The RE shall also serve as an ex officio member of all committees of the Region.
- b) Secretary: The Secretary or that officer's designee shall attend all Northwest Region Board of Director and General Membership meetings and shall record all minutes and notes and maintain a file thereof.
- c) Treasurer: The Treasurer shall be the Chief Financial Officer of the Region. The Treasurer shall supervise and maintain records concerning the receipt, custody, control, and expenditure of all assets and liabilities of the Region, and shall give bond at Regional expense if so required. The Treasurer shall be responsible for collecting and securing payment of all funds owed to the Region from any source. The Treasurer shall be authorized to sign checks and contracts on behalf of the Region.
- d) Assistant Regional Executive: The Assistant Regional Executive shall perform such duties as may be delegated to him/her by the Regional Executive. He/She shall preside at meetings in the temporary absence of the Regional Executive. In the event the Regional Executive is

unable to complete a full term of office, the Assistant RE shall become the RE for the remainder of the RE's term of office. The Board of Directors shall then appoint a member of the Board of Directors to fill the position of Assistant Regional Executive.

**Section 4. Appointed Officers:** Appointed Officers serve at the pleasure of the RE.

- a) Assistant Regional Executive Race: The Assistant Regional Executive Race (Asst. RE Race) shall be responsible to the RE for administration of all Northwest Region Race related activities, including but not limited to budget preparation, site procurement, scheduling, coordinating, organizing and supervising all racing events of the Region, coordinating supplemental rules and regulations, and sponsorship. The Asst. RE Race shall chair the Race Committee and shall be the main liaison between the Region and owners or operators of racetracks at which the Region's races are run. The Asst. RE Race shall authorize and sign sanction applications for each race held by the Northwest Region.
- b) Assistant Regional Executive Solo: The Assistant Regional Executive Solo (Asst. RE Solo) shall be responsible to the RE for administration of all Northwest Region Solo related activities, including but not limited to budget preparation, site procurement, scheduling, coordinating, organizing and supervising all solo events of the Region, coordination of supplemental rules and regulations, and sponsorship. The Asst. RE Solo shall authorize and sign sanction applications for each solo event held by the Northwest Region.
- c) Assistant Regional Executive Rally: The Assistant Regional Executive Rally (Asst. RE Rally) shall be responsible to the RE for administration of all Northwest Region Rally related activities, including but not limited to budget preparation, site procurement, scheduling, coordinating, organizing and supervising all rally events of the Region, and sponsorship. The Asst. RE Rally shall authorize and sign sanction applications for each rally event held by the Northwest Region.

## **ARTICLE V. BOARD OF DIRECTORS**

**Section 1. Jurisdiction:** The Board of Directors shall, through the Officers, manage the affairs and property of Northwest Region. The Board of Directors shall establish and publish policies, and publish, at least annually, a balance sheet and income statement, a long range plan stating specific goals, objectives, and priorities of Northwest Region, and shall be empowered to make future commitments as may be desirable to implement such goals and objectives of Northwest Region. The Board of Directors shall also provide direction and support to the Officers in the implementation of Northwest Region's goals and objectives. Directors shall attend meetings of the Board of Directors, act as liaison between members and the Board and Region Officers, and perform committee assignments and other special projects as assigned by the RE.

**Section 2. Chairperson:** The Regional Executive shall automatically serve as Chairperson of the Board of Directors.

**Section 3. Qualifications, Number and Terms:** The Elected Officers (Regional Executive, Assistant Regional Executive, Secretary, and Treasurer) shall automatically serve as Directors. There also shall be four elected Directors who shall serve for terms of two years or until their successors are appointed and qualified. Of the four elected Directors, two terms shall expire each year, and the other two terms shall expire on the succeeding year and so on. The Asst. RE Race, Asst. RE Rally, and Asst. RE Solo, shall automatically serve as Directors.

**Section 4. Meetings:** Regular meetings of the Board of Directors shall be held at least monthly. They shall normally be held during the first week of the month and preceding the regular meeting of the membership if any is to be held that month. The place, day, and hour of such regular meetings of the Board shall be published in Northwest Sports Car News and on the Region's website. Such regular meetings shall be conducted in a place convenient to a majority of the membership and shall be open to

any Northwest Region member in good standing. Other meetings of the Board of Directors may be held at any place and time designated by a majority of such Directors, with or without notice. In the absence of the Regional Executive, the Assistant Regional Executive shall preside at any meeting of the Board.

Section 5. Quorum: Half plus 1(one) of the members of the Board of Directors shall constitute a quorum for the transaction of business. The act of the majority of the Directors present at a meeting, at which a quorum is present, shall be the act of the Board of Directors.

Section 6. Policies and Procedures: The Board may adopt policies and procedures for operation of the Region from time to time. All policies and procedures shall be adopted in writing, be published in Northwest Sports Car News and kept in a manual of Board policies and procedures which shall be maintained and updated at least annually by the Secretary.

Section 7. Minutes: The Secretary shall publish on the Region's website, following the meeting of the Board of Directors, the unapproved minutes of the Board, which shall reflect all motions voted on by the Board and any other action taken by the Board.

Section 8. Turnover of Officers: In December of each year, the regularly scheduled meeting of the Board of Directors shall be held with newly elected Officers and Directors and the newly elected Officers and Directors shall be briefed on pending unresolved business of the Board and Region operations and be provided necessary documents and manuals for performance of their duties. Newly elected Officers and Directors shall not vote at the turnover meeting.

Section 9. Filling Vacancies: In the event of the death, resignation, lapse of membership, relocation out of the jurisdiction of the Region, or other incapacity of an elected Officer, the remaining members of the Board of Directors may declare the office vacant. In such event, the Board of Directors shall elect a new Officer from among those members of the Board who are elected Directors, except in the case of the RE whose position shall be filled by the Assistant RE.

In the event that the office of Director becomes vacant, the Regional Executive shall appoint a replacement Director with the approval of the Board of Directors.

In the event that an Officer or Director misses three consecutive meetings of the Board, the remaining members of the Board of Directors may declare the office vacant.

## **ARTICLE VI. COMMITTEES**

Section 1. Appointment: The Officers, with the approval of the Board of Directors, shall appoint such committees, sub-committees, and chairpersons as they find desirable from time to time, and shall outline their duties and responsibilities in the Manual of Board Policies and Procedures. The terms of all appointed chairs shall end concurrently with the terms of elected Board members; not more than 60(sixty) days prior to this date, notice shall be given to the membership via *Northwest Sports Car News*, the Region website and any other means deemed appropriate by the Board of Directors, in order to give members the opportunity to apply for these positions. Outgoing appointed chairs may reapply for their positions, but the Board shall be under no obligation to reappoint anyone. In addition to the authority granted above, certain standing committees shall normally be appointed annually as set forth below:

- a) Membership. The Membership Committee shall maintain a roster of active members, accept and process membership applications, and encourage lapsed members to reinstate their membership.
- b) Race. The Race Committee shall administer the Club racing program, including developing the Club's race schedule, selecting venues, publicizing the Region's race program, and supervising the Region's race activities with specialty chiefs. In October of each year, the Race Committee shall publish in the *Northwest Sports Car News*, on the regions website, or by email a notice that its November meeting shall be for the purpose of holding an election to nominate the Assistant RE Race who is then subject to confirmation by the Board of

- Directors. If confirmation is withheld, the Race Committee shall submit another recommendation.
- c) Rally. The Rally Committee shall administer the Club rallying program, including developing the Club's rally schedule, selecting venues, publicizing the Region's rally program, and supervising the Region's rally activities with specialty chiefs. In November of each year, the Rally Committee shall publish in the *Northwest Sports Car News*, on the regions website, or by email a notice that its December meeting shall be for the purpose of holding an election to nominate the Assistant RE Rally who is then subject to confirmation by the Board of Directors. If confirmation is withheld, the Rally Committee shall submit another recommendation.
  - d) Solo. The Solo Committee shall administer the Club Solo program, including developing the Club's solo schedule, selecting venues, publicizing the Region's solo program, and supervising the Region's solo activities with specialty chiefs. In November of each year, the Solo Committee shall publish in the *Northwest Sports Car News*, on the regions website, or by email a notice that its December meeting shall be for the purpose of holding an election to nominate the Assistant RE Solo who is then subject to confirmation by the Board of Directors. If confirmation is withheld, the Solo Committee shall submit another recommendation.

#### **ARTICLE VII. FISCAL YEAR**

The Fiscal year of this organization shall be the calendar year.

#### **ARTICLE VIII. PERSONAL LIABILITY**

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

#### **ARTICLE IX. INDEMNIFICATION**

The Directors of the Region are authorized, regardless of the adverse interest of any or all the Directors, to indemnify and reimburse, at Region expense, any persons made a party any action, suit or proceeding by reason of the fact that he/she, or a person whose legal representative or successor is or was a Director, Officer, or employee of the Region, for expenses including attorney's fees, and such amount of any judgment, money decree, fine penalty or settlement for which he/she may have become liable as the Directors deem reasonable, actually incurred by him/her 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/she is, is finally adjudged in such action, suit or proceeding, to be liable for negligence or misconduct in the performance of his/her duties as set forth in these Bylaws.

#### **ARTICLE X. AMENDMENTS**

The Board of Directors or 20 or more of the Full Members may propose an amendment to the Articles of Incorporation or Bylaws by submitting such proposal in writing to the Secretary. A proposal submitted by the members shall be reviewed by a committee of five Full Members, consisting of four members appointed by the Directors, two of whom are members proposing the amendment, and the fifth member appointed by these four members who shall act as a chairman. The committee shall consider the propriety of the proposal, taking in to account the intent of the petitioners and the suitability of the inclusion of the proposal in primary instruments such as the Articles of Incorporation and Bylaws, and shall draft the proposed amendment into suitable language.

Proposals of either origin shall be submitted to the vote of the entire Full Membership by mailing, or emailing notice of the proposal and form of ballot to all Full Members in accordance with these Bylaws. Each Full Member shall be entitled to one vote on each proposal submitted to the membership. If at least two-thirds of the members voting are in favor of the amendment, it shall be adopted. The Secretary shall cause the result of the balloting to be published for the information of the entire membership.

Changes to the Bylaws and Policy and Procedures Manual may be made by the Board of Directors at any scheduled Board Meeting. Changes must have two-thirds of the Board of Directors votes to be approved. Voting would be achieved using a roll-call vote, wherein the results would be published in the *Northwest Sports Car News* following the voting meeting. The Secretary shall cause the result of the balloting to be published for the information of the entire membership.

#### **ARTICLE XI. PUBLICATION**

Section 1. Northwest Sports Car News shall be the official publication of Northwest Region and shall be primarily devoted to reporting on the activities of the Region and its members.

Section 2. The current Bylaws of Northwest Region shall be published annually and distributed to the membership by whatever means deemed appropriate and expedient by the Board of Directors, which could include, but is not limited to, *Northwest Sports Car News* and/or the Region's website.

#### **ARTICLE XII. EFFECTIVE DATE AND SUPERSESSION**

These Bylaws are effective February 2, 2009, and supersede all prior copies of Bylaws, policies, procedures or practices inconsistent with these Bylaws.