

**BYLAWS****SPORTS CAR CLUB OF AMERICA****SOUTHERN WEST VIRGINIA REGION, INC.****Effective May 5, 2000****ARTICLE I****Name, Purpose, Emblem, and Policy**

**Section 1. Name.** The name of the Club shall be the SOUTHERN WEST VIRGINIA REGION of the SPORTS CAR CLUB OF THE AMERICA, INC.

**Section 2. Purposes.** The purpose of this organization shall be to promote the sport of motoring and, through educational and other means, to advance the cause of skillful driving, courtesy on the public highways, and safety of both pedestrians and motorists. In addition, it shall be the purpose of this organization to encourage the preservation, ownership, and operation of sports cars, to act as a source of technical information, to establish rules and regulations covering all activities of the club, and to provide and regulate events and exhibitions for sports cars and their owners.

**Section 3. Emblem.** The Club's emblem shall be the shape of a knock-off hub-cap with the National SCCA Emblem mounted in the center and shall carry the words: "Southern West Virginia Region -- Charleston" as set forth below:



**Section 4. Policy.** No Member of the Club shall, without the explicit approval of its Officers use the Club name or logo for any advertising, promotional schemes, endorsement of products or services, or like purposes.

**ARTICLE II**  
**Membership**

**Section 1. Members.** Membership in the Club shall be open to all those individuals interested in sports cars and the sport of motoring. These individuals shall have been admitted to membership in the SPORTS CAR CLUB OF AMERICA, INC.

**Section 2. Membership in Good Standing.** All Members to be in good standing must be Members of the SPORTS CAR CLUB OF AMERICA, INC. Any Member who fails to pay such National SCCA dues or Regional dues as may be levied shall not be considered to be a Member in good standing of the Club, and shall have his membership privileges suspended until such time as both National and Regional dues have been paid.

**Section 3. Privileges.** All Members in good standing of the SOUTHERN WEST VIRGINIA REGION are entitled to all Club privileges.

**Section 4. Forfeiture of Membership.**

(a) Forfeiture of membership in the Club shall occur for any of the following reasons:

- i. Non-payment of National or Regional Dues within ninety days after commencement of the membership year for which they are payable.
- ii. Willful infraction of Club By-laws or any rules enacted pursuant thereto.
- iii. For conduct which discredits the Club or is in any way deleterious to the best interests of the club.

iv. Indebted to the Club and delinquent for more than 60 days.

(b) Forfeiture of membership for reason i. and iv. above shall be automatic.

(c) A proceeding for forfeiture of membership for reasons ii. and iii. above shall be instituted in the sole discretion of the Regional Executive upon receipt in duplicate of the signed complaint of any Member in good standing. In the event that the Regional Executive determines that such a proceeding should be instituted, the Regional Executive shall transmit to the Member in question by registered mail one copy of such complaint accompanied by a notice of the right to request within thirty days a personal hearing on the matters set forth in the complaint before the Board of Directors of the Club.

In the event that the Member in question does not request such a hearing within thirty days of receipt of such complaint and notice, his membership shall be deemed forfeit at the end of that period.

In the event that the Member in question requests such a hearing within thirty days, the Regional Executive shall appoint a reasonable time and place therefor, and shall notify all interested parties thereof.

The Regional Executive shall preside at the hearing. The complaining Member shall appear and give evidence in support of the complaint. The Member complained of shall have the right to appear in person or by counsel, to present evidence and to cross-examine witnesses.

At the conclusion of all evidence, the Board of Directors of the Club shall determine by majority vote in written ballot whether in their sole and final discretion forfeiture of membership shall occur. Should a majority of the Directors vote in favor of forfeiture, such forfeiture shall be effective immediately. Should less than a majority of the Directors vote in favor of forfeiture, no forfeiture shall occur and the facts alleged in the complaint shall not be the basis for any other proceeding against the same member.

In the event that the Regional Executive is the Member complained of, his duties and functions as set forth in this section shall be performed by the Assistant Regional Executive.

In the event that any Director of the Club is the Member complained of, that Director shall not vote upon the question of forfeiture of his own membership, but the remaining directors shall appoint an ad hoc Director to hear and determine that question with the remaining directors as provided in this section.

**Section 5. Resignation.** Any member may resign by directing a letter of resignation to the secretary. His resignation shall be effective upon receipt provided all indebtedness to the Club is paid.

### **ARTICLE III Meetings of the Members**

#### **Section 1. Required Meetings.**

(a) Annual Business Meeting - A formal business meeting shall be held in November of each year at such time and place as designated by the Regional Executive. The purpose of this meeting is the formal nomination of Directors, final committee reports, and the transaction of other important Region business, such as changes in rules and by-laws.

(b) Annual Awards Meeting - A formal awards meeting shall be held in January of each year at such time and place as designated by the Regional Executive. The purpose of this meeting is to award all annual trophies and to determine and announce the outcome of the election of Directors. This meeting is usually a social event.

(c) Annual Officer Installation Meeting - A formal officer installation meeting shall be held in early January at such time and place as determined by the acting Regional Executive. The purpose of this meeting is to formally end the previous administration with reports from outgoing officers, particularly the treasurer's report, and to formally install the newly elected officers.

**Section 2. Notice of Required Meetings.** Notice of the time and place of the Required Meetings shall be given in the Region publication "Rich Mixture" at least one month in advance of the meeting. Advance notice should also be provided for significant Regional business to be conducted at the Annual Business Meeting.

**Section 3. Other Meetings.** Such other meetings as are necessary to carry out the objectives of the Club are called by the Regional Executive and shall also be held at such time and place as may be designated by the Regional Executive.

**Section 4. Quorum.** At the Annual Business Meeting or any special meetings of the members, 20 percent of the Members in good standing shall constitute a quorum. If less than a quorum is present, a majority of the Members present may adjourn the meeting until such time that a quorum is present.

**Section 5. Action.** All action at the Annual Business Meeting or any other meetings shall be a majority of those present and voting except as may be provided elsewhere in the By-laws.

#### **ARTICLE IV Directors and Officers**

**Section 1. Board of Directors.** The business and affairs of the Club shall be managed by a board of six Directors, each of whom must be a Member in good standing. This Board of Directors shall formulate and develop policies and plans and guide activities in which the Club engages. Four Directors shall constitute a quorum. The Directors shall be elected initially as follows: Three directors for one-year terms and three Directors for two-year terms. At subsequent annual elections, Directors shall be elected for two-year terms. No Director shall serve more than two consecutive terms in office.

**Section 2. Officers.** The Officers of the Club shall be the Regional Executive, Assistant Regional Executive, Secretary, Treasurer, and Activities Director. No individual shall hold more than one office at any one time. Officers shall serve for one year, or until their successors are elected and assume office. In order to qualify as an officer, a Member must be a Director. The Officers shall be elected by the Board of Directors, as provided in Article V. In the event that a vacancy occurs in any office, a special election by the Board of Directors shall be held to fill that office for the remainder of the current year. Until such special elections have been held, the Regional Executive may appoint an Officer pro tempore to the vacated office.

**Section 3. Duties.** All Officers are expected to perform the duties of their office in a conscientious manner to the best of the abilities. Attendance at meetings is expected.

(a) Duties of the Regional Executive: The Regional Executive shall: (1) preside at all meetings of the Members, the Board of Directors, and Officers, and shall perform the duties appertaining to this office; (2) be the Chief Executive Officer for the Club.

(b) Duties of the Assistant Regional Executive: In the absence of the Regional Executive, the duties of the Office of the Regional Executive shall be performed by the Assistant Regional Executive. The Assistant Regional Executive shall also perform such other duties as may be assigned at any time by the Regional Executive.

(c) Duties of the Secretary: (See also Elections, Article V, Section 1(b)) The Secretary shall: (1) attend all meetings of the Members, Officers, and Directors, and shall record all minutes and votes in a book kept for that purpose; (2) keep an up-to-date roll of all club Members; (3) give all notices of meetings of the Members required by the By-Laws and shall perform all other duties incident to the office; (4) have custody of the Club's records; (5) submit to Members, at the January meeting, a copy of the rule changes that were adopted in the previous year.

The Secretary may, with the approval of a majority of the Directors, appoint an Assistant Secretary and delegate such functions and powers of the Office of Secretary as the Secretary may decide.

The Secretary shall bring a copy of the By-Laws to each meeting of the Members or Board of Directors. In the absence of the Secretary and Assistant Secretary, if any, from any such meeting, a Secretary pro-tempore shall be chosen by the presiding officer.

(d) Duties of the Treasurer: The Treasurer shall: (1) subject to such conditions and restrictions as may be made by the Directors, have custody of all moneys, debts, and obligations belonging to the Club; (2) receive all moneys of the Club and deposit same to the Club account; (3) have direct control over and supervision of all payment of Club debts and obligations by the Regional Office; (4) give bond at Club expense when bond is determined desirable by the Board of Directors; (5) file a report of the financial status of the Club at the January meeting, and if so requested by the Regional Executive, at any meeting of the Directors or Members; (6) when requested by the Directors, submit his books and records for an audit in addition to the annual audit specified by Article VIII, Section 4 of the By-Laws.

(e) Duties of the Activities Director: The Activities Director shall be responsible for the planning, organizing, and scheduling of competitive events and to see that they are conducted in a safe and proper manner according to prevailing SCCA and local regional regulations. The Activities Director should also organize and chair committees that are deemed necessary to achieve these objectives.

#### **ARTICLE V Election and Removal of Directors and Officers**

##### **Section 1. Directors.**

(a) Nominations

Any two Members in good standing may nominate a candidate for the Board of Directors. Such nominations must be made

in writing, signed by the Members making the nominations and delivered to the Secretary on or after October 1 and by the time of November meeting. Except as provided in Section 1(b)i, a candidate must have been nominated to be elected.

(b) Elections

i. Each Member shall be entitled to vote for as many candidates as there are Directorates to be filled at that election. If the number of nominated candidates is less than the number of Directorates to be filled, Members shall be entitled to write in and vote for the names of additional candidates provided the total of nominated plus written-in candidates on the ballot does not exceed the number of available Directorates. In all other circumstances, written-in names will be disregarded.

ii. The Secretary shall prepare a ballot to be mailed to the Members in good standing within one week after the closing of the nominations and no less than two weeks before the Annual Awards Meeting. The ballot shall clearly state the number of candidates who may be voted for and the terms of the Directorates to be filled. Voting for more than the stated number of candidates will invalidate the ballot, but a ballot will not be invalidated if less than the stated number of candidates are voted for.

iii. All voting shall be in writing and all ballots must be received by the Secretary by the date of the Annual Awards Meeting or within one-half hour after the commencement of this meeting.

iv. Each ballot shall be enclosed in a sealed envelope. The envelope shall have on its face a statement that a ballot is enclosed and shall be signed by the Member casting the ballot.

v. The Secretary shall receive all sealed envelopes, containing ballots and certify each with regard to membership in good standing by making an appropriate mark on the sealed envelope.

vi. The Secretary shall transmit all ballots un-opened to an Election Committee appointed in accordance with Article VI, Section 2(a), of the By-laws.

vii. The Elections Committee, at the Annual Awards Meeting, shall open all certified, sealed envelopes, immediately separating all signed envelopes from ballots so that no identification of ballots is possible. Un-certified envelopes will be retained for one month pending challenge, and, if there is no challenge, shall be destroyed, un-opened. Those ballots improperly marked or otherwise unintelligible shall be declared invalid by the Elections Committee. Reasonable facsimiles of ballots shall be allowed, provided they contain only information which is shown on the official ballot.

(c) Awarding of Directorates

Directorates shall be awarded to those individuals receiving the highest number of votes, the election for one year and two-year terms being considered separately. In the case of tie votes, a run-off election, by secret ballot, shall be held at the next regularly scheduled club meeting.

(d) Assumption of Office

The newly elected Directors shall assume their offices during the Annual Officer Installation Meeting.

(e) Special Elections

Special elections to fill Directorates which become vacant before the Directorate's term expires shall be conducted in accordance with the general procedures described in Section 1, Paragraphs (a) & (b), and Section 5 of this Article, except that the specific dates and meeting referred to therein shall not necessarily apply and ballots shall be received, opened, and counted at the next regularly scheduled meeting of the Club following the period allowed for voting. Nominations shall be invited by the Regional Executive or the Officer who may be presiding over the meeting at the next meeting of the Club following the effective date of the vacancy. Two weeks shall be allowed for nominations after which a ballot shall be distributed to all Members in good standing and not less than fifteen nor more than thirty days shall be allowed for voting. If the number of nominations received equals the number of vacancies and the vacated terms are equal, no election need be held. The sole nominee(s) is (are) deemed elected on the date nominations close and assumes office at the first meeting of the Board following such election. If the number of nominations equal the number of vacancies, but the terms are different, then an elections must be held to determine terms. If no nominations have been received within two weeks, the Regional Executive or an Officer acting for the Regional Executive may allow an extra two weeks for receipt of nominations. At that time, if no nominations have been received, the Board of Directors shall elect a Director pro-tempore to serve until the Annual Officer Installation Meeting. In the election preceding this meeting, a Director shall be elected to fill any unexpired portion of the term. For purposes of Section 1(c), of this Article, such unexpired portion shall be considered a whole term of the same length.

(f) Removal of Directors

Any 20 percent of the membership in good standing may by written petition submitted to the Regional Executive in duplicate propose the removal of a Director. In the event the petitioners propose the removal of the Regional Executive, their petition shall be directed to the Assistant Regional Executive. Petitions shall clearly explain any charges, the receiving Officer shall subsequently transmit at the earliest possible opportunity a copy of the petition by registered mail to the Director whose removal is proposed. Said Director shall be given five calendar days in which to file with the receiving Officer and answering statements. At the end of five days, a copy of the petition plus any answering statements which the Director in question may care to make shall be mailed to all Members in good standing with a ballot by the Secretary, or, if it is that Officer's removal that is proposed, by an ad hoc Officer appointed for that purpose by the Regional Executive. Not less than fifteen nor more than thirty days shall be allowed for voting. Voting shall be carried out in accordance with Section 1(e) of this Article. If two-thirds of the Members voting favor the proposal, the removal of the Officer shall become effective immediately, providing that the Members voting represent at least ten percent of the Members in good standing.

## **Section 2. Officers.**

### **(a) Election**

The Officers of the Region, as defined in Article IV, Section 2, shall be elected by the newly elected Board of Directors, using a secret ballot, within twenty days after the Annual Awards Meeting. The Officers assume office during the Annual Officer Installation Meeting. In the event the immediate Past Regional Executive is not re-elected to the Board of Directors, the senior Director in years of service on the board shall serve as the temporary Regional Executive.

## **ARTICLE VI Committees**

### **Section 1. Standing Committees.**

#### **(a) Autocross Committee**

The Activities Director shall appoint an autocross committee of not less than three Members. The duties of the committee shall be as follows: 1) to see that all autocrosses are set up and conducted in a manner which is safe for spectators and competitors and in compliance with the safety standards of the Solo II rules. 2) to handle any protests of cars, classifications, and events. 3) to keep a record of autocross class points for year end awards. 4) to report to the board and recommend any changes in autocross rules and to publish any variations of the Solo II Rules for the membership. 5) to handle any special projects relating to autocrosses as assigned by the Regional Executive.

#### **(b) By-Laws Committee**

The Regional Executive shall appoint a By-Laws Committee consisting of three members. The Regional Executive shall designate one of these Members as Chairperson. With approval of the Regional Executive, the Committee may appoint such non-voting assistants or advisors as it deems necessary for the administration of the Committee's duties. It shall be the duty of the By-Laws Committee to 1) review current by-laws and recommend such action as may seem appropriate, 2) interpret and recommend such action as may seem appropriate to eliminate conflicts in the By-Laws, and 3) offer advice and recommendations on new By-Laws being considered for proposal by the Members at a meeting.

#### **(c) Membership Committee**

The Regional Executive shall appoint a Membership Committee consisting of two Members. The Regional Executive shall designate one of these Members as Membership Chairperson and the other as Competition / Licensing Chairperson. It shall be the duty of the Membership Committee to : (1) promote membership to the Club; (2) help Members with Licensing for Racing.

### **Section 2. Special Committees.**

#### **(a) Elections Committee**

The Regional Executive with the advice and consent of the Board of Directors, shall: (1) appoint as necessary an Elections Committee consisting of three Members; (2) designate one of these Members as Chairperson. It shall be the duty of the Elections Committee to supervise and count ballots for annual and special elections in accordance with the provisions of Article V, Section 1, Paragraphs (b) and (e).

**Section 3. Other Committees.** The Regional Executing may appoint from time to time such other Committees as he finds desirable to carry on the affairs of the Club, and shall outline the duties and responsibilities of such Committees. The Regional Executive may also assign additional duties and responsibilities to Standing and Special Committees provided for in the Article.

**Section 4. Terms of Committee Members.** Except as otherwise provided in the By-Laws, the terms of committee Members shall be for one year or until a new Regional Executive assumes office, whichever first occurs. Any appointments to Committees made between the Annual Election and the Annual Officer Installation Meeting shall expire when the newly elected officers assume Office.

**Section 5. Removal of Committee Members.** Any Committee Member may be removed by the Board of Directors. The Regional Executive may also elect a new Chairperson at any time.

**Section 6. Advisors.** With the approval of the Regional Executive, any Standing or Special Committee may appoint such non-voting advisors or assistants as it deems necessary.

**Section 7. Committee Action.** All reports and other actions taken by a Committee shall be approved by a majority of the Committee.

## ARTICLE VII Publications

**Section 1. Regional Newsletter.** The newsletter "Rich Mixture" shall be published monthly by the Region. The newsletter shall, at a minimum, keep the membership informed of Annual Required Meetings, other meetings, Regional events, event results, annual award winners, and National news pertinent to the Region's Members and activities.

**Section 2. Regional Newsletter Editor.** The incoming Regional Executive shall appoint a suitable editor for the Regional Newsletter "Rich Mixture." Per the request of the Newsletter Editor, a Business Manager and Circulation Manager can be appointed by the Board of Directors.

## ARTICLE VIII Finances

**Section 1. Dues.** Dues in the club shall be determined by the Board of Directors and are payable at the time an individual joins and shall be due on each respective anniversary date. Regional dues and national dues shall be paid at the same time to the national SCCA organization. Increases in Regional Dues shall be approved by vote of the membership. Forfeiture of membership for nonpayment of dues shall be in accordance with Article II, Section 4, of the By-Laws. In instances in which both husband and wife are Members of the Club, membership dues are reduced for one spouse.

**Section 2. Fiscal Year.** The fiscal year of the Club shall be the calendar year.

**Section 3. Books.** The books of record shall be properly maintained by the Treasurer to reflect financial receipts, disbursements, balances, and assets of the Club.

**Section 4. Audit.** The books of the Club shall be audited annually at the close of the fiscal year by an auditor or auditors appointed by the Regional Executive.

**Section 5. Financial Orders.** Checks and other orders for payment of moneys in the name of the Club shall be signed by the Regional Executive or the Treasurer.

## ARTICLE IX Amendment of By-Laws

Any five Members in good standing by written petition to the Committee on By-Laws may propose an amendment to the By-Laws. The By-Laws Committee shall consider and report on each such proposal at the next regularly scheduled meeting of the Club. A copy of the proposal shall subsequently be mailed to all Members in good standing by the Secretary with a ballot. Not less than fifteen nor more than thirty days shall be allowed for voting. Voting shall be carried out in accordance with Article V, Section 1, Paragraphs (b) iii, iv, vi, and vii of the By-Laws, except that ballots shall be opened and counted at the next regularly scheduled meeting of the Club. If two-thirds of the Members voting favor the amendment, it shall thereby be approved and adopted, providing the Members voting represent at least 20 percent of the membership in good standing.

## ARTICLE X Effective Date

The effective date of these By-Laws shall be immediately upon a majority vote of acceptance thereof by the Members.