

BYLAWS OF THE INDIANAPOLIS REGION SCCA

(~~editable copy of the 1/23/2021 version~~ December 2026 BOD approved for member vote)

Article I – Name, Purpose, Emblem and Seal

Section I – Name: The name of the Club shall be SPORTS CAR CLUB OF AMERICA, INDIANAPOLIS REGION, INCORPORATED.

Section II – Purpose: The purpose of the Club shall be to encourage the ownership, operation and preservation of sports cars; to arrange and regulate sports car events and exhibitions, to encourage safe and sportsmanlike conduct on public highways; and to develop and provide technical information relevant to any of these purposes.

Section III – Emblem: The corporation emblem shall be the design of a metal-spoked wheel containing a stylized sports car and the inscription “Indianapolis Region, Sports Car Club of America.”

Section IV – Seal: The seal of the corporation shall consist of a circular disk around the circumference of which shall appear the words “SPORTS CAR CLUB OF AMERICA, INDIANAPOLIS REGION, INC.”, and in the center thereof, the word, “SEAL”.

Article II – Membership

Section I – Election:

- A. Membership shall be determined in accordance with the Articles of Incorporation of the corporation and said members have such rights as may be determined from time to time by these By-laws.
- B. All members in good standing of the SCCA Indianapolis Region, Inc., shall constitute the original membership of this corporation and future membership in this corporation shall be restricted to those members of the Sports Car Club of America who have paid the Indianapolis Region regional dues, or have a Lifetime Membership ~~are accepted into membership of this corporation by the Board of Directors or the assigned committee.~~

Section II – Dues – Regional dues shall be established from time to time by the Board of Directors.

Section III – Suspension:

- A. Suspension means a member is not allowed to participate in any Region events, membership meetings, Board of Directors meetings, or any other Region activities, except to appear before the Board of Directors to request the removal of the suspension.
- B. Reinstatement:
 1. Any member may be suspended for infraction of the rules or for other cause if a majority of the directors shall deem such suspension in the best interest of the Corporation.
 2. Suspension of a member may be reversed by a two thirds (2/3) vote of the Board of Directors. Request to appear before the Board of Directors must be made in writing to the Secretary at least two (2) weeks prior to the regular board meeting.
 3. Any member who has been suspended from the Region is free to request that the National Office of SCCA transfer his Region of Record to another Region.
 4. No current Director can be suspended without prior removal from the Board of Directors by the process specified in Article V Section III.

~~Any member may be suspended until the next annual meeting for infraction of the rules by vote of a majority of the directors of the Corporation or for other cause if a majority of the directors shall deem such suspension in the best interest of the Corporation.~~

~~Any member suspended as provided by above may be presented at the next annual meeting for expulsion and shall be expelled, if a majority of the members present and voting, vote to expel him. The vote shall be by secret ballot.~~

Section IV – Resignation: Any member may resign at any time, for any reason, without notice to the Board of Directors, except Board members who resign shall must submit notification to the Secretary or Regional Executive.

Article III – Meetings of the Members

Section I – Annual Meeting: The annual meeting of the members of this corporation shall be held within the month of January of each new year, at which time the membership shall install the officers of the Corporation, elected in accordance with Article IV, who shall also constitute the Board of Directors and shall transact such other business as may be properly brought before the meeting.

Section II – Members’ Meetings: Meetings of the members may be called by the Regional Executive, by a majority of the Board of Directors, or by request via petition signed by not less than 10% of all members in good standing and submitted to the Secretary or Regional Executive.

Section III – Notice of Meeting: At least seven (7) days in advance of meeting, notice stating the place, day, and time of the meeting ~~shall must~~ be made public by one or all of the following methods: published in the official club publication, published on the official region website, or notice shall be mailed to such members by the Secretary.
~~official club publication, published on the official public region website, or notice shall be mailed to such members by the Secretary.~~

Section IV – Quorum: At any meeting of the members, a quorum for the transaction of business shall be identified as the number of the authorized voting members to be present in person or by proxy and a majority of those present may conduct the business of the meeting unless otherwise provided in these bylaws.

Section V – Voting List: The Membership ~~Chairman~~ Chairperson shall at all times keep a complete and accurate list of all the members entitled by the Articles of Incorporation to vote, which list may be inspected by any member for any proper purpose at any reasonable time.

Section VI – Number of Votes for Each Member: Each member of the Corporation in good standing age 18 or over shall have the right at every meeting of members to one vote.

Section VII – Proxies: All members may vote either in person or by proxy executed in writing except for election of Directors. All proxies ~~shall must~~ be delivered to the Secretary before the meeting opens, and no proxy shall be valid for other than the meeting for which granted.

Article IV – Election Procedure

Section I – Nomination: An Election Chairperson will be selected by the Board of Directors at least two-three (3) months before the annual meeting. The Chairperson shall select at least two assistants. The Chairperson and assistants ~~will must~~ not be current members of the Board of Directors. It will be the duty of this Chairperson to present a nominating ballot notice to the editor and webmaster at least ~~four (4) weeks~~ sixty (60) days before the date of the election.

A. Each regular member may return a nominating ballot notice containing the name of any member ~~he they~~ chooses for any office; however, the member ~~should must~~ previously contact his candidate to see if ~~he they~~ will run for this office. The nominating ballot notice must be received by the Chairperson 18 days at least forty-five (45) days before the election. Any member may self-nominate for any office by contacting the Election Chairperson in writing, e-mail, or in person at least 45 days before the election.

B. The Election Committee shall evaluate all nominees to determine that each has either the qualifications or experience to meet the requirements of their pursued office. Candidates not vetted by the Election Committee must be notified of their removal from the ballot at least thirty (30) days prior to the election and given the opportunity to provide additional information as to their qualifications.

~~Nominations will be screened by the Chairperson to eliminate those persons choosing not to run for office, or offices, and to limit the nominations to no more than three (3) for each office.~~

Section II – Voting Procedure: The Chairperson will provide each member in good standing age 18 or over an election ballot communication containing nominations for all elected offices at least ten (10) days before the election. The election ballot will carry no more than three (3) names for each office. ~~Members may write in a name for any office providing they have that member's consent to run for that office.~~ The election ballot may be completed electronically. The Election Chairperson will record the election ballots upon their receipt and will not tabulate any ballots received later than a specified time on the date specified

on the election ballot. This deadline time and date must appear on the ballot. All returned ballots must be signed by the voting member stating their membership number and the date signed. In the event of a tie, the results will be determined by a vote of the current Board of Directors Members at Large. No proxy votes will be honored.

Article V – Directors and Officers

Section I – Election and Term of Office of Directors:

- A. The business of the Corporation shall be managed in every respect by a Board consisting of six (6) elected ~~officers~~ Directors, plus five (5) to seven (7) others who shall be appointed by the six (6) elected Directors bringing the total number of Board members to at least eleven (11), but no more than thirteen (13).

1. The elected board of Directors shall serve a term of one (1) year, or until their successors are elected, whichever is longer, subject to removal as set forth in Section III of this Article.
2. The appointed Directors shall serve up to one (1) year, unless relieved, or replaced, of their responsibilities by the elected board members.

- B. The elected Board positions shall be as enumerated in Section VI:

1. ~~Regional Executive~~
2. The elected board members must be Indianapolis Region (13), Region of Record members at the time of nomination and for the duration of their term of office.
3. No individual may hold more than one (1) of the positions identified in Paragraph B. and one (1) identified in Paragraph C. Any individual holding more than one (1) position may only vote the Paragraph B. position.
4. The presiding Director (RE or ARE) only votes to break a tie.
5. ~~Assistant Regional Executive~~
6. ~~Secretary~~
7. ~~Treasurer~~
8. ~~Membership Chairman~~
9. ~~Activities Chairman~~

- C. The appointed members of the Board shall consist of:

1. The Chairman ~~Chairperson~~ of each primary activity of the region; such as Race, Rally, Solo, PDX, Time Trial, Rally-X, etc.
2. Appointees from the membership at large.

- D. All Elected and Appointed Board of Directors members are required to read, agree with, and sign the signatory statements at the next regular meeting after the Annual Meeting for the following Policies:

1. Conflict of Interest Policy.
2. Whistleblower Policy.
3. Any Director who shows they do not agree with the stated Policies, and has not signed the Signatory Statements within forty-five (45) days of taking their Board position is removed from the Board of Directors immediately and automatically without requirement of a motion and vote from the Board of Directors. Subject removed Director remains a member of the Region.

- E. The Board may also appoint persons to be in charge of Public Relations Manager with responsibility for print, video, and social media announcements, Clutch Chatter Editor, and Webmaster. However, these persons shall not have voting status on the Board unless they also hold one of the positions identified in Paragraphs b) and c).

- F. ~~An individual may hold no more than two (2) of the positions identified in Paragraphs b) and c).~~
~~Any person holding more than one (1) position shall have only one (1) vote.~~

~~The board members must be Indy region, region of record members at the time of nomination or appointment, and for the duration of their term of office.~~

- G. ~~These Directors shall serve one (1) year, or until their successors have been elected, subject to removal as set forth in Section III of this Article.~~

~~F. The Board may also appoint persons to be in charge of Public Relations Manager, Clutch Chatter Editor, and Webmaster, however, these persons shall not have voting status, unless they also hold one of the positions identified in Paragraphs b) and c).~~

Section II – Vacancies – Any vacancy occurring in the members of the Board of Directors caused by death, resignation, increase in numbers of Directors, removal, or otherwise, shall be filled by a majority vote of the remaining members of the Board, until the next annual meeting of the members.

Section III Removal – The Board of Directors or any individual elected or appointed director ~~and officer~~ may be removed from office at any time by ~~a vote of a majority of all the members of the corporation at either an annual or special meeting thereof.~~ any of the 3 methods described below:

- A. A vote to remove a director by a majority of the members of the Region at either an annual or special meeting thereof; or,
- B. Any director can make a motion to remove an elected director. The vote to remove an elected director must be approved by 75% of the entire Board of Directors for removal. Proxy votes will not be allowed, meaning the quorum present required for this vote is 75% of the entire Board of Directors; or,
- C. A petition for the removal of a Director(s) is presented to the Board of Directors at a regular or special meeting clearly stating the cause for removal.
 1. This petition must be signed by 10% of the members of the Region, and must show each member's printed name, signature, member number, and date of signature.
 2. Each Board of Directors member must receive a copy of the complete petition.
 3. The Board must show acceptance or rejection of the petition by a motion and vote to hold a removal vote for the challenged Director(s). The challenged Director(s) may not vote.
 4. If accepted, the Board of Directors will then move to vote on the removal of the specified Director(s). The challenged Director(s) may not vote.
 5. No new Directors may be elected at the meeting at which a Director is removed.
 6. Appointed Directors are also subject to removal as specified in Article V – Section I Paragraph A.2.

Section IV – Regular Meetings of Directors

- A. The annual meeting of the Board of Directors shall be held immediately following the annual meeting of the members, at the principle office of the corporation or at such other place in the State of Indiana as may be set forth in the notice of the meeting for the purpose of transaction of business, and no notice need be given of said meeting at such time as said principle place.
- B. Regular Meeting of the Board of Directors - The Board of Directors ~~shall~~must meet regularly, as needed, to manage the business of the Region. At least seven (7) days in advance of these meetings, notice stating the place, day, and time of the meeting ~~shall~~must be made public by one or all of the following methods: published in the official club publication, published on the official public region website, or mailed to such members by the Secretary.
 1. A quorum shall consist of a majority of the voting members of the Board, in person or by proxy, and is required to conduct the business of the club. Proxies may only be given to another elected or appointed member of the Board.
 2. All meetings of the Board of Directors shall be open to the regular membership.
- C. Special Meetings of Directors: Special meetings of the Board of Directors shall be held on the call of the Regional Executive or by a majority of the directors, upon their written request to the secretary. An oral or written notice stating the place, day and time of meetings of the Board of Directors must be delivered to each member of the board at least three (3) days prior to the day of the meeting by the secretary. A listing in an official publication shall constitute notice of meeting.
- D. Board of Directors Executive Committee: The Board of Directors Executive Committee shall consist of the elected members of the Board of Directors, and any other individuals that the elected members determine to have needed input to the given matter at hand.

1. In the event of a matter arising that requires an action by the Board of Directors, and the timing of said action does not allow the three (3) days notice required for a Special Meeting of the Board, a meeting can be held by the Board of Directors Executive Committee.
2. A quorum for this Executive Committee shall consist of a minimum of three (3) elected members of the Board of Directors, by attendance in person or electronic means, and is required to conduct the business of the club. A majority vote of the quorum is required to take any action.
3. The Executive Committee may only take action on the Matter(s) that caused the need for the meeting of the Executive Committee.
4. The Executive Committee must brief the entire Board of Directors by the next regular BOD meeting, or at a special meeting called for this purpose. The Board of Directors must determine by a two thirds (2/3) majority of all BOD members if the action taken by the Executive Committee was ratified, or if the action shall be rescinded.

~~Section V – Special Meetings of Directors:~~ ~~Special meetings of the Board of Directors shall be held on the call of the Regional Executive or by a majority of the directors, upon their written request to the secretary.~~

~~Section VI – Notice of Meetings:~~ ~~A verbal or written notice stating the place, day and time of meetings of the Board of Directors shall be delivered to each member of the board at least three (3) days prior to the day of the meeting by the secretary. A listing in an official publication shall constitute notice of meeting.~~

Section VIII – Quorum: A simple majority of the whole Board of Directors shall be necessary to constitute a quorum for the transaction of business except for the following events which will require the approval of three-fourths (3/4) of the entire board:

- A. the filling of elected board vacancies or,
- B. ~~the changing of the regional points and awards system~~s, both of which shall require the presence of three-fourths of the whole board to form a quorum. A majority of those present may conduct the business of the meeting except for:
 1. ~~the filling of board vacancies and~~
 2. ~~the changing of the regional point and award system~~ for programs, both of which shall require ~~the approval of three-fourths of the whole board.~~

Section VIII – Enumeration: The elected officers of this corporation shall consist of a Regional Executive, or President; an Assistant Regional Executive, or Vice-President; a Secretary, a Treasurer, an Activities ~~Chairman~~Chairperson, and a Membership ~~Chairman~~Chairperson.

- A. **Duties of Regional Executive and Assistant R.E.:** The Regional Executive shall preside at all meetings of the members and directors, and shall perform the duties usually pertaining to this office. In absence of the Regional Executive, or in case of his resignation or inability to act, the duties usually pertaining to that office shall be performed by the Assistant Regional Executive.
- B. **Duties of Secretary:** The Secretary shall attend all meetings of the members and officers and shall record all minutes and votes, and the monthly reports of the Treasurer in a book kept for that purpose, and kept in an additional secure location known to the Board. They shall give all notices of meetings of the members required by law or these Bylaws and shall perform all duties incident to his office as may be required by the Board of Directors. In absence of the Secretary from any of said meetings, a Secretary pro-tempore shall be chosen by the presiding officer. An abbreviated record of the secretary's report shall be posted to the regions open website, and published in Clutch Chatter.
- C. **Duties of the Treasurer:** The Treasurer shall, subject to such conditions and restrictions as may be made by the directors, have custody of all moneys, debts, and obligations belonging to the corporation. They shall receive all moneys of the corporation and deposit same in the corporation's account. They shall make all payments of corporation debts. All contracts, checks, drafts, notes or other orders for payment of money shall be signed in the name of the corporation by the Treasurer. The Treasurer shall give a report on the financial status of the corporation at the annual meeting, and if so requested, at any other meeting of the directors. They shall have custody of the

corporate seal, and the records of the corporation. They shall report monthly to the Board of Directors the financial standing of the region.

D. Duties of the Activities Chairperson: It shall be the duty of the Activities Chairperson to arrange and promote all activities of the corporation and they shall have other duties as may be prescribed from time to time by the Board of Directors.

E. Duties of Membership Chairperson: The Membership Chairperson shall, upon request, assist in the application process for new members or renewed memberships. They may elevate issues to the National Office, and/or serve as the point of contact for the member or prospective member requiring assistance. They shall compile a report to present to the monthly Directors meeting including new memberships, expired memberships, weekend memberships, and the current total of active region memberships. They shall manage the Indianapolis Region's Involved Member Program and Awards

~~**Section IX – Duties of Regional Executive and Assistant R.E.:** The Regional Executive shall preside at all meetings of the members and directors, and shall perform the duties usually pertaining to this office. In absence of the Regional Executive, or in case of his resignation or inability to act, the duties usually pertaining to that office shall be performed by the Assistant Regional Executive.~~

~~**Section X – Duties of Secretary:** The Secretary shall attend all meetings of the members and officers and shall record all minutes and votes in a book kept for that purpose. He shall give all notices of meetings of the members required by law or these Bylaws and shall perform all duties incident to his office as may be required by the Board of Directors. In absence of the Secretary from any of said meetings, a Secretary pro-tempore shall be chosen by the presiding officer.~~

~~**Section XI – Duties of the Treasurer:** The Treasurer shall, subject to such conditions and restrictions as may be made by the directors, have custody of all moneys, debts, and obligations belonging to the corporation. He shall receive all moneys of the corporation and deposit same in the corporation's account. He shall make all payments of corporation debts. All contracts, checks, drafts, notes or other orders for payment of money shall be signed in the name of the corporation by the Treasurer. The Treasurer shall give a report on the financial status of the corporation at the annual meeting, and if so requested, at any other meeting of the directors. He shall have custody of the corporate seal, and the records of the corporation.~~

~~**Section XII – Duties of the Activities Chairman:** It shall be the duty of the Activities Chairman to arrange and promote all activities of the corporation and he shall have other duties as may be prescribed from time to time by the Board of Directors.~~

~~**Section XIII – Duties of Membership Chairman:** The Membership Chairman shall solicit, issue, and process all new membership applications.~~

Article VI – Principle Office

The principle office of the corporation shall be the current legal address of the corporation on file with the Internal Revenue Service.

Article VII – Fiscal Year

The fiscal year of the corporation shall begin on the first day of January in each year and shall end on the 31st of December following.

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 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 that neither the members of the corporation nor the directors or officers, present or future, shall be personally liable therefor.

Article IX – Point and Award System

The point and award system shall be published in a club publication each year before the first championship event is conducted.

Article X – Amendments

Any of the Bylaws may be altered, amended, or repealed at a meeting of members, provided that the notice of the meeting states this as a purpose for the meeting.

Article XI – Regional Publication

The Region shall fund a regularly published newsletter to be distributed to the membership and to others as determined by the Board of Directors. The Region shall also maintain a website on the internet. These will be the official club publications and shall contain notices of events and minutes of meetings and results of events.

Article XII – Procedural Rules

All corporate proceedings are to be conducted consistently with the corporation's Articles of Incorporation and By-Laws. Any procedural matters not specifically addressed by the Articles of Incorporation or By-Laws shall be conducted in accordance with The Standard Code of Parliamentary Procedure, 4th Edition

as revised by the American Institute of Parliamentarians, the provisions of which are incorporated herein by reference (H.I).