

BYLAWS OF THE INDIANAPOLIS REGION SCCA

(1/22/2012)

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 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 – 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 by directing a letter of resignation to the Secretary. His resignation shall be effective on receipt, provided all indebtedness to the Corporation is paid.

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 not less than one-fourth (25%) of all of the members authorized by the Articles of Incorporation to vote.

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 be published in the official club publication 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 consist of one-fourth (25%) of all 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 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. All proxies shall 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 two months before the annual meeting. The Chairperson shall select at least two assistants. The Chairperson and assistants will not be current members of the Board of Directors. It will be the duty of this Chairperson to present a nominating ballot to the editor and webmaster at least four (4) weeks before the date of the election.

Each member may return a nominating ballot containing the name of any member he chooses for any office; however, the member should previously contact his candidate to see if he will run for this office. The nominating ballot must be received by the Chairperson 18 days before the election. 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 mail each member in good standing age 18 or over an election ballot 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 must be signed and either delivered to the election meeting or mailed to the Chairperson.

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 of the annual meeting. This deadline time and date must appear on the face of the ballot.

In the event of a tie, the results will be determined at the meeting by only those members present. No proxy votes will be honored.

Article V – Directors and Officers

Section I – Election and Term of Office of Directors – The business of the Corporation shall be managed in every respect by a Board consisting of at least six (6) elected officers plus any two directors who served on the Board of Directors for the previous year and who shall be selected by the elected members of the current Board. These eight members of the Board of Directors shall serve one (1) year and until their successors have been elected, subject to removal as set forth in Section III of this Article. The eight member Board of Directors may appoint a total of three (3) additional directors who shall have voting status on the Board.

Section II – Vacancies – Any vacancy occurring in 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 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.

Section IV – Regular Meeting of Directors – 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 annual meeting held at such time at said principle office.

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 VII – Quorum – A majority of the whole Board of Directors shall be necessary to constitute a quorum for the transaction of business except for: a.) the filling of board vacancies or b.) the changing of the regional point and award system 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: a.) the filling of board vacancies and b.) the changing of the regional point and award system, 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, and a Membership Chairman.

Section IX – Duties of Regional Executive and Assistant R.E. The Regional Executive shall reside 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.