

**BYLAWS
FLORIDA REGION SCCA
SPORTS CAR CLUB OF AMERICA**

(As Amended to and Including January 2021)

**ARTICLE I
NAME, PURPOSE, EMBLEM and SEAL**

Section 1: NAME

The name of the non-profit Corporation (hereinafter referred to as the “Region”) shall be the:

FLORIDA REGION SPORTS CAR CLUB OF AMERICA

Section 2: PURPOSE

The nature of the activities to be conducted and the purpose 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, Solo (autocross) and other forms of automotive competition, by dissemination of information through club publications and news releases; and through related social and recreational activities for the instruction and enjoyment of its members.

Section 3: EMBLEM

The emblem shall be circular in design. The words “FLORIDA REGION” shall appear in the center, surrounded by a golden sunburst in which the words “SPORTS CAR CLUB OF AMERICA” appear. The field shall be red.

Section 4: THE CORPORATE SEAL

The Corporate seal, if any, shall be circular in form, being inscribed with the name of the Region, the Year of its incorporation, and the words “STATE OF FLORIDA”.

Section 5: TERRITORY

The geographical territory of the Region shall be the Counties of Broward, Collier, Dade, Hendry, Monroe and Palm Beach, of the State of Florida.

ARTICLE II **MEMBERSHIP**

Section 1: TYPES OF MEMBERS

The Region shall have two (2) types of members, as follows:

Regular Member – Must be a dues paying Regular Member of the Sports Car Club of America, Incorporated (hereafter referred to as “SCCA”) under an Individual or Family Membership. All Regular Members who have designated Florida Region to be their “Region of Record” with SCCA, and are in good standing, shall have all of the privileges of membership in the Region.

Dual Member – Any member in good standing of SCCA who has designated a Region other than Florida Region to be his/her “Region of Record”, but has also requested “dual membership” in Florida Region. Dual Members shall have all of the privileges of membership in the Region except that they shall not have the right to vote in Region matters, nor may they hold an elective office in the Region. If at any time in the future the SCCA Bylaws are amended to provide that Dual Members shall be entitled to voting rights in each region of the SCCA to which such member pays dues, then this prohibition on voting shall automatically terminate without further modification of these Bylaws; however, the restriction on holding elective office in the Region shall remain in effect.

Section 2: MEMBERSHIP

Upon submission of a valid membership application and payment of applicable dues, an individual will become a member of SCCA and Florida Region and be eligible for all rights and privileges accruing thereto.

Section 3: DUES

Dues shall be paid annually by the member’s anniversary date and in such amounts as the Board of Directors may from time to time establish. The Board of Directors may establish lower dues for members who are members of the SCCA as additional person(s) under a Family Membership. No refund shall be made under any circumstances.

Section 4: SUSPENSION AND EXPULSION

Any member’s membership shall automatically lapse for non-payment of dues by the member’s anniversary date. The Board of Directors may expel or suspend any member at any time for infractions of any Region or SCCA rule, or for any other cause if the Board of Directors shall deem such action to be in the best interest of the Region and SCCA. The member so charged shall be informed of the charges in writing by the Region Secretary. The accused member shall have the right to defend him/herself at a meeting called for this purpose by the Board of Directors. This meeting shall be held at a time and place set by the Board of Directors, but in no event earlier than two (2) weeks after the receipt of the charges by the accused member. After the hearing at which time the accused member is present, should the Board of Directors by a super-majority vote (66 2/3% of those Board members present) decide that the charges are valid, have been substantiated and warrant expulsion, the accused member may be expelled from the Region. If, however, the Board of Directors determines, by a super-majority vote (66 2/3% of those Board members present), that the member should be suspended, then such suspension shall become effective for the period of time determined by the Board of Directors without any further action. The suspended

member shall be denied the privileges of membership but his/her membership in the Region shall not actually be terminated. If the suspended member's period of suspension should cover the time when dues are normally required to be paid, such dues also be accepted and when the period of suspension shall terminate, all of the privileges of membership shall automatically be returned to the member. If a member is expelled from the Region, he or she is no longer a member of the Region, regardless of such person's standing with SCCA. A member of SCCA and the Region who is expelled from SCCA shall also be deemed to have been expelled from the Region without any further action by the Region.

Section 5: RESIGNATION

Any member may resign by directing a letter of resignation to the Secretary. The resignation shall be effective upon receipt, provided that any debts owed by such member to the Region have been paid.

ARTICLE III
MEETINGS OF THE MEMBERS

Section 1: ANNUAL MEETING

The annual meeting of the members (the “Annual Meeting”) shall be held in November or December of each year for the election of officers and directors, reports of officers and committees and such other business as lawfully may come before the meeting.

Section 2: SPECIAL MEETINGS

Special meetings of the members may be called by the Regional Executive, by a majority of the Board of Directors, or by fifty-one percent (51%) of the Regular Members of the Region.

Section 3(a): NOTICE OF MEETINGS

A notice shall be posted on the Region’s website, stating the place, day, hour and purpose of any meeting of the members, including special meetings, no less than 7 days before such meeting, and shall remain there until the meeting date has passed.

Section 3(b): MEETING RULES

At all meetings of the members, except social meetings, the members present shall constitute a quorum. At Board of Directors meetings a majority of the elected officers and directors shall constitute a quorum. All meetings shall be held within the geographical confines of the Florida Region as set forth in Article I, Section 5 of these Bylaws and shall be conducted under Robert’s Rules of Order Newly Revised, except where Robert’s Rules of Order Newly Revised are in conflict with these Bylaws, in which case the specific provisions of these Bylaws shall control.

Section 4: VOTES

All actions, except amendments to the Articles of Incorporation and amendments to these Bylaws, shall be by a majority of those present and voting, absentees included. Voting by proxy shall not be allowed. All Regular Members, as set forth in Article II, Section 1 of these Bylaws, shall each have one vote.

ARTICLE IV
OFFICERS AND DIRECTORS

Section 1: NAMES AND TERMS OF OFFICE

The governing body of the Region shall be the Board of Directors elected as hereinafter set forth. The Board of Directors shall consist of a minimum of nine (9) Regular Members in good standing of the Region, and shall be comprised of (i) the four (4) Officers: Regional Executive, Assistant Regional Executive, Secretary and Treasurer, along with (ii) no less than five (5) Directors-at-Large.

If the Regional Executive shall not be re-elected or does not run for Regional Executive, he or she shall become an *ex officio* member of the Board of Directors for a term of two (2) years. He/she shall be an additional Director-at-Large and shall assist the Board of Directors in various activities to be determined by the Board of Directors. If the past Regional Executive cannot participate as a Director-at-Large, this position will be left unoccupied.

The term of office for the Officers and Directors shall be two (2) years, with their terms staggered so that (i) the Regional Executive, Treasurer and three (3) Directors-at-Large shall be elected at the Annual Meeting of an odd numbered calendar year, and (ii) the Assistant Regional Executive, Secretary and two (2) Directors-at-Large shall be elected at the Annual Meeting of an even numbered calendar year. The term of office for the newly elected Board members shall begin on January 1st of each calendar year.

Section 2: VACANCIES IN OFFICE

With the exception of the Regional Executive whose vacancy in office is treated in Article V, Section 1 of these Bylaws, in the event that any other Officer or Director shall become unable or unwilling to serve, should resign their office or be suspended or removed from the Board, the Board of Directors shall elect a successor to serve the remainder of the term. If the Board of Directors should elect an existing Director to fill an unexpired term of office, then he/she shall resign his/her former position.

Section 3: INITIAL APPOINTMENT OF ADDITIONAL DIRECTORS-AT-LARGE

Upon the enactment of the January 2021 amendment to these Bylaws, the Board of Directors is being expanded from seven (7) members to nine (9) members. The position of Competition Executive is being converted to a Director-at-Large position, and two additional Director-at-Large positions are being added. These three (3) Director-at-Large positions will initially be filled by appointments made by the existing members of the Board of Directors, and shall then become the three (3) Director-at-Large positions to be elected in odd numbered calendar years.

Section 4: NOMINATIONS AND ELECTIONS

Section 4(a): NOMINATING COMMITTEE: At the August (or earlier, if desired) Board of Directors meeting each year, the Board of Directors shall appoint a Nominating Committee which shall consist of at least three (3) Regular Members of the Region in good standing. One member of the Nominating Committee (but no more than one member) shall be a member of the Board of Directors, and that person shall be the Chairperson of the Nominating Committee. Any member

of the Nominating Committee who is nominated for an office shall remove themselves from the Committee. The Board of Directors shall have the authority to fill the vacancy or vacancies. It shall be the responsibility of the Committee to prepare a slate of nominees for Officers and Directors to be submitted for a vote of the membership, such slate to be finalized at the General Membership meeting held no later than 45 days prior to the Annual Meeting (the "Nominations Meeting"). The Committee must ascertain the willingness of each candidate to serve. At the Nominations Meeting, nominations may also be made from the floor and if seconded, shall be added to the slate prepared by the Nominating Committee. Nominees for Regional Executive and Assistant Regional Executive shall have previously served as elected or appointed members of the Board of Directors. Once the slate is finalized at the Nominations Meeting, provided that all positions have at least one candidate, no further candidates may be added for those positions (and no write-ins shall be permitted on the ballot).

Section 4(b): BALLOTING:

(i) The official ballot containing the names of all persons so nominated, and any other matters to be put to a vote of the membership, shall be made available to all Regular Members of the Region in good standing no less than twenty (20) days prior to the Annual Meeting via Motorsportreg.com or another on-line portal selected by the Board of Directors, and notice thereof shall be distributed to all Regular Members of the Region by e-mail communication to the Regular Member's e-mail address on file with the Sports Car Club of America national office. Distribution of ballots may instead be made, in the discretion of the Board of Directors, by First Class Mail, provided that such mailing meets the time requirement set forth in the preceding sentence. The Board of Directors shall select only one voting method to be used for an election, however, in the event that unforeseen difficulties arise with the method selected, the Board of Directors may approve a switch to the other method.

In the event of on-line voting, the availability of the on-line voting portal shall close at 5:00 p.m. Eastern Time on the day prior to the Annual Meeting, and the Chairperson of the Nominating Committee shall receive notice of the vote totals from the on-line portal prior to the Annual Meeting being convened. In the event of voting by mail, Members shall complete and return their ballot to the Committee Chairperson or other member of the Nominating Committee designated by the Chairperson, no later than one (1) hour prior to the time when the Annual Meeting is called to order. The ballots shall remain unopened until the Nominating Committee meets to count them and to tally the on-line votes. Mailed ballots shall have the member's name and membership number printed on the outside of the envelope for verification of eligibility. The Nominating Committee shall be responsible for counting the mailed ballots.

The results of the election shall be announced during the Annual Meeting. A winning candidate shall be determined by a plurality vote. If there is a tie vote for any position, a runoff election shall be held, with the winning candidate being determined by majority vote. The vote can also be resolved if one of the candidates withdraws prior to a new vote. The Election results shall be posted on the Region's website as soon as is practicable.

(ii) In the event that there is only one candidate for any Officer or Director position, then the balloting procedure set forth above shall be deemed to be unnecessary, and the Secretary shall cast one (1) vote for such unopposed candidate(s).

ARTICLE V
DUTIES OF OFFICERS AND DIRECTORS

Section 1: DUTIES OF THE REGIONAL EXECUTIVE

The Regional Executive shall preside at all regular meetings, special meetings and all meetings of the Board of Directors. The Regional Executive shall be the Chief Executive Officer of the Region and it shall be the Regional Executive's duty and responsibility to oversee the business and affairs of the Region, and to set in motion and carry out the directives and policies of the Board of Directors, in accordance with these Bylaws and the Articles of Incorporation of the Region. The Regional Executive may call special meetings of the members under the provisions of Article III, Section 2, and of the Board of Directors under the provisions of Article VI, Section 5. Upon the death, resignation, suspension or removal of the Regional Executive, the Assistant Regional Executive shall automatically become the Regional Executive and serve the remainder of the term of the vacated Regional Executive. In such event, a new Assistant Regional Executive shall be elected by the Board of Directors at the next Directors' meeting. A removed Regional Executive shall not thereafter be entitled to be an *ex officio* member of the Board of Directors.

Section 2: DUTIES OF THE ASSISTANT REGIONAL EXECUTIVE

It shall be the duty of the Assistant Regional Executive to coordinate the activities of the Region by supervising the Standing Committees as hereinafter set forth. The Assistant Regional Executive shall serve as Membership Chairperson for the Region, and shall be responsible for coordinating any of the Region's activities with other clubs. In the absence of the Regional Executive or his inability to act, the duties usually appertaining to the office of Regional Executive shall be performed by the Assistant Regional Executive. In addition, the Assistant Regional Executive, or his/her designee, shall fulfill the role of Ombudsman, who's duty it will be to investigate and settle member complaints and mediate grievances or disputes, for the betterment of the Region.

Section 3: DUTIES OF THE SECRETARY

The Secretary shall attend all Board of Directors' Meetings and all meetings of the members, except Social and Committee meetings, and shall record all minutes and votes in written and/or electronic form for permanent retention. The Secretary shall keep an up-to-date roll of all Region members. The Secretary shall give notice of all meetings of the members and of the Board of Directors as required by law or these Bylaws and shall perform all duties incident to the office as directed by the Regional Executive or Assistant Regional Executive. The Secretary shall notify new members of the Board of Directors of their election. The Secretary shall maintain custody of the Region's records. In the absence of the Secretary from any of said meetings, a secretary *pro tempore* shall be chosen by the presiding officer.

Section 4: DUTIES OF THE TREASURER

The Treasurer shall, subject to such conditions and restrictions as may be made by the Board of Directors, supervise the receipt, custody, control and expenditure of all assets and liabilities of the Region. The Treasurer shall receive all monies which shall be deposited from time to time to the credit of the Region in such bank or other financial institution as the Treasurer may select with the approval of the Board of Directors. The Treasurer shall make all payments of Region debts. All checks, drafts, notes, or other orders for payment of money shall be signed in the name of the Region by the Treasurer and one other Region Officer. The Treasurer shall give bond, at Region

expense, if required by the Board of Directors. The Treasurer shall report on the financial status of the Region at the Annual Meeting, and if so requested, at any other meeting of the Board of Directors. No obligations, debt, or other liability shall be incurred by the Treasurer without the specific approval of a majority of the Board of Directors, except that the Treasurer shall not be allowed to leave office, either by resignation or completion of term of office, unless he/she has provided the Board of Directors with a full and accurate accounting of the Region's funds in a form approved and satisfactory to the Board of Directors.

The Treasurer shall oversee all tangible property (vehicles, equipment, etc.) owned and/or utilized by the Region and shall maintain an inventory thereof. The Treasurer may delegate members in good standing to assist with overseeing and managing such tangible property.

Section 5: DUTIES OF THE DIRECTORS-AT-LARGE

The Directors-at-Large, as set forth in Article IV, Section 1, shall report to and be responsible to the Board of Directors. All actions of the Directors-at-Large shall be coordinated and approved through the Board of Directors, *provided, however*, that with respect to a Director's actions as Chairperson of one of the Standing Committees as described in Article VI, Section 1, such actions may be taken in the discretion of such Chairperson without prior approval of the Board of Directors except to the extent that expenditure of Region funds is involved.

Section 6: AUTHORITY TO EXECUTE CONTRACTS

Contracts for track/site rentals shall be signed by the Director in charge of the Competition Committee and the Treasurer. Other contracts obligating the Region for any amount (i) up to and including \$1,000.00 shall be signed by any two (2) Officers/Directors, and (ii) in excess of \$1,000.00 shall be signed by the Treasurer and one other Officer/Director.

ARTICLE VI
ADMINISTRATION

Section 1: BOARD OF DIRECTORS

The Board of Directors shall establish the policies and direct the affairs, activities, and property of the Region. At the first regular Board of Directors meeting of the calendar year, the Board shall discuss projected goals and budgets for the coming year. It is understood that exactness is not necessarily a requirement, but a generalization is expected as decided by a majority of the Board of Directors. The projections for goals and budgets to officially be accepted and approved can be accomplished prior to, but not later than, the April meeting of the Board of Directors each year.

In addition, the Board of Directors shall, at its first regular meeting of the calendar year, appoint from the Directors-at-Large the Chairperson of each of the following Standing Committees: (i) Competition Committee, (ii) Meetings Committee, (iii) Trophies Committee, (iv) Publications and Publicity Committee, and (v) Parliamentary Procedures Committee; each of which shall function as set forth below. The Chairperson of each Standing Committee shall coordinate their Committee's activities with the other Standing Committees as necessary to achieve the goals and objectives of the Region. The Chairperson of each Standing Committee shall be authorized to execute any contracts required by such Committee's activities on behalf of the Region, subject to the limitations set forth in Article V, Section 6. Notwithstanding the authority of each Chairperson to administer and oversee the activities of his/her Standing Committee, the Board of Directors may, by majority vote, over-rule any decision taken by a Chairperson.

Section 2: DUTIES OF THE STANDING COMMITTEES

The responsibilities of each Standing Committee shall include the following, subject to expansion or revision of such responsibilities in the discretion of the Board of Directors:

- (i) Competition Committee - The Competition Committee shall oversee the Race, Rally and Solo programs of the Region.

It shall be the responsibility of this Committee to supervise the racing program of the Region, which shall include procuring dates for race events from SCCA, selecting tracks for such events and negotiating contracts with such tracks, and in all respects assisting and directing a successful racing program for the Region.

The Chairperson of the Competition Committee shall make the following appointments from time to time, subject to the approval of the Board of Directors: Race Chairperson, Assistant Race Chairperson, Chief Registrar, Chief of Timing and Scoring, Chief of Flagging and Communications, Chief of Start, Chief of Pit and Grid, Chief Paddock Marshal, Chief of Tech, Chief Course Marshal and Director of Driver Training.

At such times as the Board of Directors shall determine that it is feasible and desirable for the Region to conduct Rally and/or Solo events, it shall be the responsibility of this Committee to supervise such Rally and/or Solo events, which shall include procuring dates for such events from SCCA, selecting sites for such events and negotiating contracts with such sites, selecting a Chairperson for each such event and in all respects assisting and directing the successful conduct of Rally and Solo events from time to time.

- (ii) Meetings Committee – It shall be the responsibility of this Committee to stage all regular and special meetings of the members of the Region, including the Annual Meeting. This Committee shall select the meeting place, menu and program for such meetings, and negotiate any necessary contracts with respect to such meetings.
- (iii) Trophies Committee - It shall be the responsibility of this Committee to obtain trophies and awards required for the Region’s activities. These shall include, but are not limited to, trophies for the Racing, Rally and Solo Programs, as well as special and annual awards. The Chairperson of this Committee shall take possession of, and display at the Annual Meeting, any trophies, plaques and awards won by the Region.
- (iv) Publications and Publicity Committee - It shall be the responsibility of this Committee to publicize and promote interest in the activities and events of the Region, including maintenance of the Region’s website and preparation and distribution of e-mail correspondence from the Region to the members from time to time. To the extent deemed desirable by the Board of Directors from time to time, this Committee shall coordinate participation by the Region in automotive shows and other non-SCCA events.
- (v) Parliamentary Procedures Committee – The Parliamentary Procedures Committee shall advise and oversee the compliance of the Board of Directors and the Region with all policies and requirements imposed by the Region’s governing documents (including these Bylaws) and by law.

The Director-at-Large acting as the Chairperson of each Standing Committee may select additional member(s) of the Region in good standing to assist with the duties of such Standing Committee.

In addition to the Standing Committees, the Board of Directors may, from time to time, designate such other committees as it deems necessary or appropriate to conduct the activities of the Region and to advise and assist the Board of Directors concerning the affairs of the Region, and shall appoint members in good standing of the Region to oversee such committees.

Section 3: REMOVAL OF AN OFFICER OR DIRECTOR FROM OFFICE

Any Officer or Director of the Region may be removed from office at any time with cause by a 2/3 majority vote of the entire Board of Directors. This may take place at any meeting of the Board of Directors providing the accused Board member has been notified in writing by the Secretary of the Region of the charges seven (7) days prior to the meeting. At this time the accused Board member will be allowed to defend his/her position by calling witnesses. The Board of Directors may at this time also produce witnesses to substantiate its case. If the Board of Directors decides at this time, by a 2/3 vote, that the charges are justified, the Officer or Director will be removed from office. If an Officer or Director misses two (2) consecutive Board of Directors’ Meetings, without due cause shown, the office may be declared vacant by a majority of the Board of Directors. Any office of a removed Officer or Director shall automatically be declared vacant in accordance with Article IV, Section 2 of these Bylaws.

Section 4: MEETINGS

Regular meetings of the Board of Directors shall be held monthly, or with such other frequency as the Board of Directors may determine is appropriate from time to time, at such time and place as shall be determined from time to time by a majority of the Directors.

Section 5: SPECIAL MEETINGS; MEANS OF COMMUNICATION

(a) Special meetings of the Board of Directors (1) may be called by the Regional Executive; or, (2) must be called by the Secretary at the written request of no less than four (4) members of the Board of Directors. No less than two (2) days' notice of the special meeting shall be given to each Director by the Secretary, by telephone or electronic mail, which notice shall state the time, place and purpose of the special meeting.

(b) The Board may permit any Director wishing to do so to participate in any meeting, regular or special, or may conduct any meeting, through the use of any means of communication by which all Directors may be heard by each other during the meeting, including use of internet video and/or audio conferencing. A Director participating in a meeting by any alternative means is deemed to be present in person at the meeting.

ARTICLE VII
FISCAL YEAR

The fiscal year of the Region 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 the officers shall look only to the funds and property of the Region for payment of any such contract of claim or for the payment of any debt, damage, judgment or decree or any other money that may otherwise become due or payable to them from the Region or the officers, so that neither the members of the Region nor the Officers or Directors present or future shall be personally liable therefor.

ARTICLE IX
INDEMNIFICATION

The Board of Directors of the Region is authorized, regardless of the adverse interest of any or all of the Board of Directors, to indemnify and reimburse, at Region 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/she is) 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 may have become liable as the Board of Directors deems 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 of gross negligence or willful misconduct in the performance of those duties.

ARTICLE X
AMENDMENTS

(a) These Bylaws may be amended by the following procedure: the Board of Directors of the Region, or not less than five percent (5%) of the Regular Members in good standing, by written petitions submitted to the Secretary, may propose an amendment to these Bylaws; *provided* that the Board of Directors of the Region shall not propose any amendments to these Bylaws more often than quarterly except (i) for amendments of the type addressed in paragraph (b) below, or (ii) in the event that the Board of Directors determines that an emergency circumstance exists which requires immediate amendment of these Bylaws. Upon such proposal being made, a copy thereof shall be presented to the Regular Members of the Region by e-mail communication to the Regular Member's e-mail address on file with the Sports Car Club of America national office and shall be published on the Region's website. Voting shall be conducted using the same methodologies as set forth in Article IV, Section 4(b). If two-thirds of the Regular Members voting (regardless of the total number of votes cast) vote in favor of the proposal, the proposed amendment shall be approved and adopted.

(b) In addition to the procedures set forth in paragraph (a) of this Article X, if the Board of Directors, by majority vote, determines that any provision of these Bylaws is (i) incorrect, whether through typographical error or change in policy of SCCA which makes such provision inaccurate, or (ii) unclear, and such incorrect or unclear provision could be corrected by an amendment which would not have any material effect on the rights, duties or obligations of any Officer, Director or member of the Region, the Board of Directors may by majority vote enact such amendment. Such amendment shall be distributed by e-mail to all Regular Members of the Region and shall be published on the Region's website. In the event that one percent (1%) or more of the Regular Members in good standing of the Region notify any member of the Board of Directors within thirty (30) days after such notice is distributed and published, that in their reasonable opinion such amendment could, in fact, have a material effect on the rights, duties or obligations of any Officer, Director or member of the Region, then such amendment shall be deemed to have been repealed until such time as a vote of the membership, as set forth in paragraph (a) of this Article X, can be conducted with respect thereto.

Last Revision date: January 2021