

By-Laws
of the
Western Michigan Region
of the
Sports Car Club of America, Inc.



Revised February 24, 2021

**By-Laws
of the
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of the
Sports Car Club of America, Inc.**

Name

The name of the Corporation is Western Michigan Region of the Sports Car Club of America, Inc. and for the designation purposes is referred to in the By-Laws as the Corporation.

Purpose

The purpose of this Corporation is to promote the social welfare of the community primarily through promotion of national and international amateur sports competition in owning and operating sports cars, the participation in and conduct of competitive events, education and cooperation with similar groups in the United States and foreign countries and, thereby, to further in some way the common good and general welfare of the people of the community.

I. Offices

- A. The principal office of the Corporation in the State of Michigan. The Corporation may have such other offices, either within or without the State of Michigan as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.
- B. The Corporation shall have and continuously maintain in the State of Michigan a registered office, and a registered agent whose office is identical with such registered office, as required by the State of Michigan Non-Profit Corporation Act. The registered office may be, but need not be, identical with the principal office in the State of Michigan, and the address of the registered office may be changed from time to time by the Board of Directors

II. Members

A. Classes of Members

1. Regular Member: The primary member of a household.
2. Spouse Member: The secondary member of a household married to a regular member.
3. Junior Member: Any member less than eighteen (18) years of age.

B. Election of Members

1. Any person submitting a completed application form with appropriate membership fees or assessments to the national office of the Sports Car Club of America, Inc. or the Western Michigan Region membership chair shall be eligible for membership in the Western Michigan Region of the Sports Car Club of America, Inc.
 - a. The applicant must have tendered all the applicable dues or assessments to the Treasurer of the Western Michigan Region of the Sports Car Club of America, Inc.
 - b. The applicant must agree to these By-Laws and accept them as binding in the operation of the Corporation.
2. Membership shall be restricted to members in good standing of the Sports Car Club of America, Inc.

C. Voting Rights: Each member in good standing over the age of 18 shall be entitled to one (1) vote on each matter submitted to a vote of the members.

D. Termination of Membership: Membership in the Corporation shall be terminated under the following conditions:

1. Actions detrimental to the well being of the Western Michigan Region, the Sports Car Club of America, Inc. and the sport of motoring
2. Indebtedness to Western Michigan Region and/or Sports Car Club of America, Inc. in excess of Sixty (60) days

E. Resignation: Any member may resign by filing a written resignation or email with the Secretary, but such resignation shall not relieve the member so resigning of the obligation to pay dues, assessments or other charges theretofore accrued and unpaid.

III. Meetings of the Members

- A. Annual Meeting: An Annual Meeting of the members shall be scheduled in the month of December, or the first fifteen (15) days of January, as convenient and practical, with approval of the Board of Directors, for the transaction of such matters as may properly be brought by the members. The incoming Directors shall be announced and introduced.
- B. Special Meetings: Special Meetings of the members may be called by the Regional Executive, the Board of Directors or not less than 10 percent of the members having voting rights.
- C. Place of Meeting: The Board of Directors may designate any place, either within or without the State of Michigan, as the place of meeting for any Annual Meeting or Special Meeting called by the Board of Directors, and at such meeting any corporate action may be taken.
- D. Notice of Meetings: Written notice stating the place, day and hour of any meeting of members shall be delivered, either personally or by email or USPS, to each member entitled to vote at such meeting, not less than ten (10) no more than fifty (50) days before the date of such meeting, by or at the direction of Regional Executive, or the Secretary or the Officers, or persons calling the

meeting. Notice requirements may also be met by posting the information on the corporation website www.wmr-scca.org. In case of a Special Meeting or when required by statute or these By-Laws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the US Mail and addressed to the member at his/her address as it appears on the records of the Corporation, with postage thereon prepaid.

- E. Quorum: The members holding one-fourth (1/4) of the votes which may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.
- F. Proxies: At any meeting of members, a member entitled to vote may vote by proxy execute in writing by the member.
- G. Voting by Mail: Where Directors or Officers are to be elected by members or any class or classes of members, such election may be conducted by mail or electronic services in such a manner as the Board of Directors shall determine.

IV. Board of Directors

- A. General Powers: The affairs of the Corporation shall be managed by its Board of Directors.
- B. Number, Tenure and Qualifications: The number of Directors shall be seven (7). Each Director shall hold office until the next annual Meeting of members or until his/her successor shall have been elected and qualified. Directors must be members of the Corporation, but need not be residents of the State of Michigan.
- C. Regular Meetings: A regular Annual Meeting of the Board of Directors shall be held other than this By-Law, immediately after, and at the same place as, the Annual Meeting of members. The Board of Directors may provide by resolution the time and place. For the holding of additional regular meetings of the Board of Directors without other notice than such resolution. There shall be at least one (1) Board of Directors meeting biannually.
- D. Special Meetings: Special Meetings of the Board of Directors may be called by or at the request of the Regional Executive or any two (2) Directors. The person or persons authorized to call Special Meetings of the Board of Directors may fix any place within or without the State of Michigan, for holding any Special Meeting of the Board called by them.
- E. Notice: Notice of any Special Meeting of the Board of Directors shall be given at least ten (10) days prior written notice delivered personally, or sent by USPS, or email to each Director at their address as shown by the records of the Corporation, unless a quorum of the Board agrees to meet sooner.
- F. Quorum: A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board. If less than a majority of the Directors are present at said meeting, the Directors present may adjourn the meeting without further notice.
- G. Manner of Acting: The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these By-Laws.
- H. Vacancies: Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office.
- I. Compensation: Directors as such shall not receive any compensation for their services.
- J. Informal Actions by Directors: Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by a quorum of the Directors.
- K. Recalls: Petitions signed by 10 percent (10%) of members in good standing shall be necessary to initiate a recall election. Such election shall be held not more than fifty (50) days after the presentation of such petition(s) to the Board of Directors.

V. Officers

A. Officers:

1. The officers of the Corporation shall be a Regional Executive, an Assistant Regional Executive, a Secretary, a Treasurer and three (3) Directors.
2. The Board of Directors may appoint or elect such other officers, including one or more Assistant Secretary(s) and one or more Assistant Treasurer(s), as it deems desirable. Such officers to have the authority and perform the duties prescribed by the Board of Directors. They shall not be entitled to a vote on the Board of Directors.

B. Election and Term of Office: The officers of the Corporation shall be elected annually by the membership in a general election.

1. The Board of Directors may appoint a Nominating Committee to review and select a slate of candidates for general election.
 - a. The Nominating Committee shall consist of at least three (3) members in good standing of the Corporation, with one (1) member serving as Chairman.
 - b. The Nominating Committee must be selected on or before April fifteenth (15) of the calendar year.
 - c. The Nominating Committee shall attempt to slate at least two (2) nominees for each elective office.
 - d. A slate of proposed officers must be submitted to the Secretary on or before September first (1) of the calendar year. This slate must be signed by six (6) members in good standing of the Corporation.
2. Any member in good standing of the Corporation may nominate a candidate for elective office. Such nominations must be made in writing, signed by the member making the nomination and delivered to the Secretary of the Corporation, not later than October 1 of the calendar year to be included on the ballot.
3. The Secretary shall prepare a ballot to be mailed by October 15 to the members of the Corporation in good standing as of October 1 of the calendar year. The voting may be by e-mail and all ballots must be received by the designated election official before November 1 of the calendar year. The ballot must be legibly signed by the member voting to be considered valid. The Secretary or designee will devise and use a ballot form which will be satisfactory to a majority of the Board of Directors. If the Nominating Committee is only able to slate one (1) nominee for each elective position and if no other nominations are received from the members in good standing, then a ballot submitted to the members is not required. The slate of officers as presented by the nominating committee will be held to have been elected.
4. New offices may be created and filled by the Board of Directors. Each officer shall hold office until his/her successor shall have been selected. These officers shall have no vote on the Board of Directors.
5. A Member-at-Large or Members-at-Large may be selected or elected, by methods devised by the Board of Directors, to act as an advocate for the membership.

C. Removal: Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors.

D. Vacancies: A vacancy in any office except Regional Executive because of death, illness, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term. The Assistant Regional Executive will succeed the Regional Executive.

E. Regional Executive: The Regional Executive (RE) shall be the principal executive officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation. RE shall preside at all meetings of the members and of the Board of Directors. RE may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the

Board of Directors, has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these By-Laws or by statute to some other office or agent of the Corporation; and in general RE shall perform all duties as may be prescribed by the Board of Directors from time to time.

- F. Assistant Regional Executive (Asst. RE): In the absence of the Regional Executive or in event of the ability or refusal to act, the Asst. RE shall perform the duties of the Regional Executive, and so acting, shall have all powers of the Regional Executive and be subject to all restrictions upon the Regional Executive. An Asst. RE shall perform such other duties as from time to time may be assigned by the Regional Executive or the Board of Directors.
- G. Treasurer: The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; received and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VII of these By-Laws; and in general perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the Regional Executive or Board of Directors.
- H. Secretary: The Secretary shall keep the Minutes of the meetings of the members and of the Board of Directors; see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; keep a register of the post office address of each member of the board of directors; prepare and transmit Minutes of Board meetings to all Directors; responsible for preparing and transmitting correspondence of the Corporation; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Regional Executive or by the Board of Directors.
- I. Director(s): The elected Director(s) shall be elected annually to a one (1) year term of office. The other two (2) Directors will be the two most previously serving Regional Executives: Director shall perform the duties incident to the office of Director and other such duties as from time to time may be assigned by the Board of Directors.
- J. Assistant Treasurer(s) and Secretary(s): If required by the Board of Directors, the Assistant Treasurer(s) and the Assistant Secretary(s), in general, shall perform such duties as shall be assigned to them by the Treasurer or the Secretary, or by the Regional Executive or the Board of Directors.

VI. Committees

Committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be appointed in such manner as may be designated by a resolution adopted by a quorum of the Directors. Except as otherwise provided in such resolution, members of each such committee shall be members of the Corporation, and any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Corporation shall be served by such removal.

- A. Terms of Office: Each member of a committee shall continue as such until the next Annual Meeting of the members of the Corporation or until his/her successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member ceases to qualify as a member thereof. Or resigns from said committee.
- B. Chair; One member of each committee shall be appointed chair by the person or persons authorized to appoint the members thereof.
- C. Vacancies: Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.
- D. Quorum: Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

E. Rules: Each committee may adopt rules for its own government not inconsistent with these By-Laws or with rules adopted by the Board of Directors.

VII. Contracts, Checks, Deposits and Funds

A. Contracts: The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these By-Laws, to enter into any contract or execute and deliver any instrument in the name of and in behalf of the Corporation, and such authority may be general or confined to specific instances. Contracts may not be entered into without the approval of the Regional Executive and the Board of Directors.

B. Checks, Drafts, Bonding, etc.: All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or by the Regional Executive of the Corporation.

The Corporation may maintain a surety bond covering those officers, agents of the Corporation or Board of Directors who may have any relation with monies or assets of the Corporation.

C. Deposits: All funds of the Corporation shall be deposited promptly to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

D. Gifts: The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

VIII. Books and Records of Corporation: The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at its registered or principal office a record giving the names and addresses of each member entitled to vote. All books and records of the Corporation may be inspected by any member, or his/her agent or attorney, for any proper purpose at any reasonable time.

IX. Fiscal Year: The fiscal year of the Corporation shall begin on the first day of January and end on the 31st day of December in each year.

X. Dues

A. Annual Dues: The Board of Directors may determine from time to time the amount of initiation fee, if any, and annual dues payable to the Corporation by primary member.

B. Default and Termination of Membership: When any member shall be in default in the payment of dues for a period of Sixty (60) days from the beginning of the fiscal year or period for which such dues became payable, their membership may thereupon be terminated by the Board of Directors in the manner provided in Article II of these By-Laws.

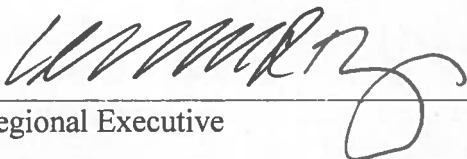
XI. Waiver of Notice: Whenever any notice is required to be given under the provisions of the Michigan Non-Profit Corporation Act or under the provisions of the Articles of Incorporation or the By-Laws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after its time stated therein, shall be deemed equivalent to the giving of such notice.

XII. Personal Liability: Any persons or Corporations extending credit to, contracting with or having any claims against the Corporation, its officers or Board of Directors shall look in only the funds and property of the Corporation for the payment of any debt, damages, judgment, or decree, or any other money that may otherwise become due or payable to them from the Corporation, its officers or


Board of Directors, so that neither the members of the Corporation, its officers or Board of Directors, present or future, shall be personally liable therefore.

- XIII. Indemnification: The Board of Directors shall indemnify and reimburse from the funds of the Corporation each officer or director of the Corporation and their heirs, executors or administrators, for any judgment against them and for expenses necessarily incurred by and in connection with the defense or reasonable settlement of any action, suit or proceeding to which they are made a party by reason of being an officer or a director of the Corporation or by reason of the conduct as such, such officer or director is finally adjudged in such action, suit or proceeding to be liable for willful misfeasance or malfeasance in the performance of their duties as such officer or director. The foregoing right to indemnification shall be in addition to and not exclusive of any and all other rights of such officer or director.
- XIV. Amendments to the By-Laws: The Board of Directors or Ten percent (10%) members in good standing may propose an amendment to the By-Laws, of the Corporation, by submitting such proposal in writing to the Secretary, such proposal shall be submitted to the membership not more than forty-five (45) days after submission to the Secretary. At least fifteen (15) days shall be allowed for voting. If over fifty-one (51%) percent of the members voting are in favor of the amendment, it shall be adopted. The Board of Directors may, at their discretion, devise and use a mailed or electronic ballot signed by the member voting. The Secretary shall cause the result to be published for the information of the entire membership of the Corporation.
- XV. Co-Sponsoring: The policy of this Board shall be that all co-sponsoring groups for Western Michigan Regional events be SCCA chartered organizations to insure that the interests and investment of all Western Michigan Region members are protected and to preclude the use of the insurance and sanctioning abilities of this organization as the sole reason for co-sponsorship.
- XVI. By-laws review: These by-laws shall be revised for relevance at least every Ten (10) years.

By the Board of Directors this 20th day of June 2021:



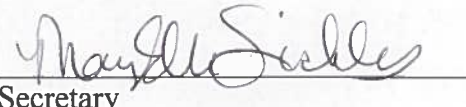
Regional Executive



Assistant Regional Executive



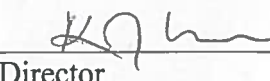
Treasurer



Secretary



Director



Director

Director