

Colorado Region, Sports Car Club of America Incorporated - Bylaws  
Amended September 16, 2008

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## ARTICLE I. OFFICES

The principle office of the corporation in the State of Colorado shall be located in the Metro Denver, Colorado area. The corporation may have other offices, either within or without the state of Colorado, as the Board of Directors may by bylaw or resolution designate and as the business of the corporation may require from time to time. The corporation shall have and continuously maintain in the State of Colorado a registered office, and a registered agent whose office is identical with such registered office, as required by the Colorado Non-Profit Act. The registered office may be, but need not be, identical with the principal office in the State of Colorado, and the address of the registered office may be changed from time to time by the Board of Directors.

## ARTICLE II. MEMBERS

### Section 1. Class of Members

The following classes of members shall be allowed: Regular, Spouse, Junior, Family and Honorary. Regular, Spouse and Junior members are deemed to be active Members. Junior members shall be of the age of 18 years or less.

### Section 2. Honorary Members

Honorary members shall be those persons upon whom has been conferred an honorary membership in recognition for an outstanding service on behalf of the corporation. Such persons need not be Active Members of the corporation. Such membership shall be proposed to the Board of Directors by means of a petition signed by ten (10) Active Members at a Board of Directors meeting. Such membership shall be conferred for a period of one (1) year. Honorary Members shall be exempt from payment of corporate dues or assessments for the duration of honorarium. Such Honorary Members who are not Active Members of the corporation shall not have the privilege of voting at any meetings.

### Section 3. Membership

(a) Membership shall be open to owners of sports cars and others interested in furthering the purpose of the corporation, and who are members of the Sports Car Club of America, Inc.

(b) Individuals may become members by submitting a completed membership application along with the appropriate dues payable to the Sports Car Club of America or the Colorado Region Sports Car Club of America. Such application and dues payment shall be submitted to the Membership Chairman or to National Office for processing the application.

(c) Membership may be denied to anyone currently under a penalty of membership suspension or expulsion by the Sports Car Club of America, Inc or this corporation.

### Section 4. Voting Rights

Each active member age 18 or older shall be entitled to one on each matter submitted to a vote of the members.

#### Section 5. Termination of Membership

Any member of the corporation shall be terminated for failure to pay the then prevailing membership dues within thirty (30) days of the payment due date. Further, any member shall be terminated, if the membership in the Sports Car Club of America, Inc. has been cancelled or terminated. Finally, the membership of any member may be terminated by the affirmative vote of all the members of the Board of Directors, for conduct inappropriate for the purposes of this organization.

#### Section 6. Resignation

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

#### Section 7. Reinstatement

Upon request filed by a former member and upon payment of any appropriate amount of dues, a former member shall be reinstated as an active member.

#### Section 8. Transfer of Membership

Membership may be transferred to another Region of the Sports Car Club of America, Inc., in accordance with any requirements imposed by SCCA, Inc. or the new Region. Members of other Regions of the SCCA may become members of the Colorado Region by paying the appropriate dues of the Colorado Region accompanied by a written request for membership in the Colorado Region SCCA submitted to the Membership Chairman for processing of the application.

### ARTICLE III. MEETINGS

#### Section 1. Annual Meetings

An annual meeting of the members shall be held in the month of September in each year, beginning in the year 1986, at the hour of 8:00 o'clock P.M., for the purpose of electing Directors and for transaction of such other business as may come before the meeting. If the election of Directors shall not be held on the day designated herein for any annual meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as conveniently may be.

#### Section 2. Regular Business Meetings

Regular business meetings shall be held throughout the year on the third Thursday of each month, except for those months within which a special meeting is held.

#### Section 3. Special Meetings

Special meetings of the members may be called by the Regional Executive, the Board of Directors, or not less than two thirds of the members having voting rights.

#### Section 4. Place of Meeting

The Board of Directors may designate any place, either within or without the State of Colorado, as the place of meeting for the annual meeting or for any special meeting called by the Board of Directors. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the registered office of the corporation in the State of Colorado; but if all of the members shall at any time and place, either within or without the State of Colorado, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

#### Section 5. Notice of Meetings

Written notice stating the place, day and hour of any annual, regular business, or special meeting of members shall be delivered, either personally or by mail, to each member entitled to vote at such meeting, or by publishing electronically in the monthly newsletter and on the home page of the official Colorado Region SCCA website, not less than ten (10) nor more than fifty (50) days before the date of such meeting, by or at the direction of the Regional Executive, or the Secretary, or the officers or persons calling the meeting. In case of a special meeting or when required by statute or by these bylaws, 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 United States mail and addressed to the member at his address as it appears on the records of the corporation, with postage thereon prepaid. If published electronically, the notice of a meeting shall be deemed to be delivered when visible via internet access in the monthly newsletter and/or on the home page of the official website.

#### Section 6. Informal Action by Members

Any action required by law to be taken at a meeting of the members, or any action which may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

#### Section 7. Quorum

The members present at a meeting shall form a quorum at any regular or special meeting.

#### Section 8. Proxies

At any meeting of the members, a member entitled to vote may vote by proxy executed in writing by the member or by his duly authorized attorney-in-fact. No proxy shall be valid after 11 months from the date of its execution, unless otherwise provided in the proxy.

#### Section 9. Manner of Acting

A majority of the votes entitled to be cast on a matter to be voted upon by the members present or represented by proxy at a meeting at which a quorum is present shall be necessary for the adoption thereof unless a greater proportion is required by law or by these bylaws.

#### Section 10. Voting by Mail

Where directors or officers are to be elected by members or any class of members, such election may be conducted by mail in such manner as the Board of Directors shall determine.

#### ARTICLE IV. NOMINATIONS AND ELECTIONS

##### Section 1. Nominations

- (a) A nominating committee composed of not less than three (3) and not more than nine (9) Active Members shall be appointed by the Regional Executive not later than June 15<sup>th</sup> of each year.
- (b) The nominating committee shall report its recommendations to the Board of Directors by the first board meeting in August. Their recommendations shall include names of at least one nominee for each open position.
- (c) The Regional Editor shall include the slate of nominees in ballot form in the issue of the Regional publication prior to the annual meeting and shall mail said publication to every Active Member entitled to vote in the Colorado Region.
- (d) Additional nominations may be made by petition bearing the names of five (5) qualified Active Members. Such petitions shall be in the hands of the Secretary by the August Board of Director's Meeting.
- (e) In order to be eligible for office, a nominee must:
  - 1. Have been a qualified Active Member of the SCCA in good standing for at least six (6) months prior to the Annual Meeting.

##### Section 2. Balloting

- (a) A ballot including the slate proposed by the nominating committee and the names of any candidates nominated by petition shall be included in the notice of the Annual Meeting sent to all members. All ballots shall be mailed or delivered personally to the Secretary of the Club and shall be received prior to the Regional Executive declaring the proceeding with the election of officers at the Annual Meeting.
- (b) The opening and counting of ballots shall be held at the Annual Meeting.
- (c) Those candidates receiving the greatest number of votes shall be declared elected to the Board of Directors.

#### ARTICLE V. BOARD OF DIRECTORS

##### Section 1. General Powers

The business and affairs of the corporation shall be managed by its Board of Directors.

##### Section 2. Number, Tenure and Qualifications

The number of directors of the corporation shall be as provided in the Articles of Incorporation. Three directors shall be elected each year at the annual meeting. Each director shall hold office for a term of three years, or until the subsequent annual meeting of shareholders and until his successor shall have been elected and qualified. Directors must be members of the Corporation but need not be residents of the State of Colorado. In addition, Chapter Presidents, if any, shall be ex officio members of the Board of Directors.

##### Section 3. Election

The directors of the corporation shall be elected at the annual meeting of shareholders as provided in ARTICLE IV, provided however that in the event of an election of directors shall not be held on a date fixed for the annual meeting of shareholders, such directors may be elected at a special meeting of the shareholders to be called for that purpose. Such special meeting may be called by a majority of the shareholders, upon public and private notice of such meeting in the manner provided for calling the annual meeting of shareholders.

#### Section 4. Regular Meetings

A regular meeting of the Board of Directors may be held without other notice than by this bylaw. The first meeting may be held immediately after, and at the same time as, the annual meeting of shareholders or any special meeting of shareholders at which a new Board of Directors is elected. The Board of Directors may provide, by resolution, for the holding of additional regular meetings without other notice than such resolution.

#### Section 5. Special Meetings

Special meeting of the Board of Directors may be called by or at the request of the Regional Executive or any two directors. The person or persons authorized to call special meetings of the Board of Directors may fix the place for holding any special meeting of the Board of Directors called by them.

#### Section 6. Notice

Notice of any special meeting shall be given at least three (3) days prior thereto by written notice delivered personally or mailed to each director at his business or home address or by telegram at such address. If mailed, such notice shall be deemed to be delivered when deposited in the U.S. Mail so addressed with postage thereon prepaid. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except when a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

#### Section 7. Quorum

A majority of the number of directors fixed by Section 2 of this ARTICLE IV shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than the majority is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

#### Section 8. Manner of Acting

The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

#### Section 9. 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 predecessor in office. Any directorship to be filled by reason of an increase in the number of directors shall be filled by election at an annual meeting of shareholders called for that purpose.

Section 10. Termination

A director may be removed from office, and a vacancy declared, for failure to attend in any one calendar year, three consecutive, regular director's meetings of directors, without prior excuse and permission of the Regional Executive.

Section 11. Compensation

Directors as such shall not receive any regular stated salaries for their services, except to be reimbursed for expenses if they are to attend out of town meetings, subject to the approval of the Board of Directors. Nothing herein contained shall be construed to preclude any Director from serving in the Corporation in any other capacity and receiving compensation therefore.

Section 12. 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 the directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed all of the Directors.

Section 13. Presumption of Assent

A director of the corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered into the minutes of the meeting or unless he shall file his written dissent with the person acting as secretary of the meeting before adjournment thereof or shall forward such dissent by registered mail to the secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 14. Powers and Duties

The Board of Directors shall have and exercise all such general powers as are usually exercised by the Board of Directors, and shall have power to do all lawful acts and things not by statute, Articles of Incorporation or these bylaws directed or required to be done by the shareholders; particularly to have all of the powers conferred by the Articles of Incorporation, reference to which is hereby made; to elect, appoint or employ officers, agents and other representatives; to determine their duties and salaries; to require security in such instances as the Board may determine; to determine who shall sign notes, checks, drafts, contracts, deeds, reports and other documents; to receive and pass upon reports of officers and agents; and to delegate all or a portion of the powers of the Board from time to time to an executive committee, or other standing or special committee. Further, Directors are authorized to transact business in their own name with the Corporation; so long as any such transaction conforms to all other provisions of current Corporate Bylaws and Articles of Incorporation.

ARTICLE VI. OFFICERS

Section 1. Officers

The officers of the corporation shall be a Regional Executive, Assistant Regional Executive, a Secretary, a Treasurer and such other officers as may be elected in accordance with the

provisions of this ARTICLE. The Board of Directors may elect or appoint such other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. The Regional Executive and Assistant Regional Executive shall be members of the Board of Directors; the other officers may or may not be either directors or shareholders. One person may concurrently hold more than one office provided that the same person does not hold the office of Regional Executive and Secretary at the same time.

#### Section 2. Election and Term of Office

The officers of the corporation are to be elected by the Board of Directors, annually, at the first meeting of the Board of Directors held after each annual meeting of shareholders. If the election of officers is not held at such meeting, the election shall be held as soon thereafter as conveniently may be. Each officer shall hold office until his successor shall have been duly elected and qualified or until his death or until he shall resign or shall have been removed in the manner hereinafter provided.

#### Section 3. Removal

Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever, in its judgment, the best interest of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any; of the person so removed. In addition, any officer may be removed upon the affirmative vote.

#### Section 4. Vacancies

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

#### Section 5. Regional Executive

The Regional Executive shall be the principal executive officer of the corporation, and subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the corporation. He shall, when present, preside at all meetings of the shareholders and of the Board of Directors. He may sign, with the secretary or another proper officer of the corporation thereunto authorized by the Board of Directors, certificates for shares of the corporation, any deeds, mortgage 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 bylaws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of Regional Executive and such other duties as may be prescribed by the Board of Directors from time to time.

#### Section 6. Assistant Regional Executive

In the absence of the Regional Executive or in the event of his death, inability or refusal to act, an Assistant Regional Executive shall perform the duties of the Regional Executive, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Regional Executive. An Assistant Regional Executive shall perform such other duties as from time to time may be assigned to him by the Regional Executive or by the Board of Directors. The signature



of an Assistant Regional Executive on any conveyance, assignment, certificate or other instrument or document executed in the name of or on behalf of the corporation shall be prima facie evidence of his authority to sign the same for the corporation.

#### Section 7. Secretary

The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these bylaws; keep a register of the post-office address of each member which shall be furnished to the Secretary by such member; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the Regional Executive or by the Board of directors.

#### Section 8. Treasurer

If required by the Board of Directors, the treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. The Treasurer shall have custody of the corporate funds and securities, and shall keep full and accurate accounts of all receipts and disbursements, and of the financial and business transactions of the corporation in books belonging to the corporation; he shall, either alone or in conjunction with others named by resolution of the Board, have power to withdraw by check or draft or other order, the funds of the corporation on deposit in any bank or safe deposit box. When so requested by the Regional Executive or the Board of Directors, he shall from time to time make written reports to them showing the financial condition of the corporation, and shall perform such other duties as the Board may designate. In the absence of the Treasurer or his inability to perform the duties of his office, such duties may be performed by an Assistant Treasurer or other person designated by the Board.

### ARTICLE VII. COMMITTEES

#### Section 1. Committees of Directors

The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees, each of which shall consist of two or more Directors, which committees, to the extent provided in said resolution shall have and exercise the authority of the Board of Directors in the management of the corporation, except that no such committee shall have the authority of the Board of Directors in reference to amending, altering or repealing the bylaws; electing, appointing or removing any member of any such committee or any Director or officer of the corporation; amending the Articles of Incorporation; restating Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the corporation; authorizing the voluntary dissolution of the corporation or revoking proceedings therefore, adopting a plan for the distribution of the assets of the corporation; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee.

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The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it or him by law.

Section 2. Other Committees

Other committee 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 majority of the directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the corporation, and the Regional Executive of the corporation shall appoint the members thereof. 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.

Section 3. Term of Office

Each member of a committee shall continue as such until the next annual meeting of the members of the corporation and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member cease to qualify as a member thereof.

Section 4. Chairman

One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof.

Section 5. 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.

Section 6. 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.

Section 7. Rules

Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Board of Directors.

ARTICLE VIII. CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts

The Board of Directors may authorize any officer or officers, agents, or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of the corporation, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, 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 as 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 an Assistant Treasurer and countersigned by the Regional Executive or an Assistant Regional Executive of the corporation.

Section 3. Deposits

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 4. Gifts

The Board of Directors may accept on the behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for the any special purposes of the corporation.

ARTICLE IX. BOOKS AND RECORDS

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 authority of the Board of Directors, and shall keep at its registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member, or his agent or attorney, for any proper purpose at any reasonable time.

ARTICLE X. FISCAL YEAR

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

ARTICLE XI. DUES

Section 1. 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 members of each class.

Section 2. Payment of Dues

Dues shall be payable in advance on the first day of the month of SCCA National membership renewal in each fiscal year.

Section 3. Default and Termination of Membership

When any member (of any class) shall be in default in the payment of dues, his membership shall thereupon be terminated.

ARTICLE XII. SEAL

The Board of Directors shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the corporation and the words “Corporate Seal, STATE OF COLORADO, Year of Incorporation”.

ARTICLE XIII. WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Non-Profit Act or under the provisions of the Articles of Incorporation or the bylaws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIV. PARLIAMENTARY AUTHORITY

The rules contained in Robert’s Rule of Order shall govern the club in all cases to which they are applicable, and are not inconsistent with the Articles of Incorporation and Bylaws of the Region or any regulations of the Sports Car Club of America, Incorporated.

ARTICLE XV. AMENDMENTS TO BYLAWS

The Board of Directors, or any twenty (20) members in good standing may propose an amendment to the Bylaws by a written petition submitted to the Secretary. Upon such proposal being made, a copy thereof shall be included in the notice of the next meeting of the membership, together with a ballot upon which members may vote for or against said proposal. If two thirds (2/3) of the members present at said meeting, either in person or by proxy, vote favorably for the proposal, either by ballot or in person at the meeting, the proposed amendment shall thereby be approved and adopted.