

By-Laws of the Central Pennsylvania Region, Sports Car Club of America, Inc.

ARTICLE I - NAME, PURPOSE, and SEAL

SECTION 1 - *Name*: The name of the club shall be the Central Pennsylvania Region, Sports Car Club of America, Incorporated.

SECTION 2 - *Purpose*: The general purposes of the club shall be to encourage the preservation, ownership, and operation of automobiles, to act as a source of technical information, to establish rules and regulations covering all activities of the club, to provide and regulate events and exhibitions for automobiles and their owners, to encourage careful and skillful driving on the public highways, and to own real and personal property, as incidental to the foregoing purposes.

SECTION 3 - *The Corporate Seal*: The corporate seal shall consist of a spoked wheel with knock-off hub centered on a background of the state of Pennsylvania, with the name of the club inscribed on the top portion of the wheel, and SCCA on the lower part.



ARTICLE II - MEMBERSHIP AND DUES

SECTION 1 - *Members*: Membership in the club shall be available at two levels, national and regional. Application for National membership may be forwarded with the required fee to the Regional Executive for processing. Applicants must be members of the Region before applying for National membership. Regional membership shall be available from the Membership Chairman.

Regional members who are not National members shall not vote or have any say in business directly concerned with the Sports Car Club of America.

SECTION 2 - *Dues*: The annual regional dues shall be established by a vote of the members and shall be payable within sixty (60) days after the first day of each calendar year. Any person who applies for regional membership on or after October 1, shall be considered paid for the following year.

The annual National dues shall be set by the Sports Car Club of America, which is responsible for billing and advising the club of renewals.

SECTION 3 - *Expulsion*: Membership will automatically lapse for nonpayment of dues at the end of sixty (60) days after the first day of each calendar year.

Any member may be suspended until the next General meeting for infraction of club rules by a vote of the majority of the officers of the club, or for other cause if a majority of the officers shall deem such suspension to be in the best interests of the club. Upon such suspension, the member shall be so informed in writing and shall be given reasonable opportunity to be heard thereon.

Any member suspended as provided above may be presented at the next General meeting for extension of suspension or expulsion if a majority of the members present and voting so decide. The vote shall be by secret ballot.

SECTION 4 - *Resignation*: Any member may resign by directing a letter of resignation to the Secretary. The resignation shall be effective on receipt, provided all indebtedness to the club is paid.

ARTICLE III - MEETINGS OF THE MEMBERS

SECTION 1 - *Annual Meeting*: The annual meeting of the members shall be held in December of each year for the election of officers, reports of officers and committees, and such other business as lawfully may come before the meeting.

SECTION 2 - *Meetings*: Regular meetings shall be held at a time and place designated by the Executive Committee and shall be held on the second Tuesday of each month. Special meetings can be called by the Executive Committee and in such case the Secretary shall give printed notice to the members not less than seven (7) or more than thirty (30) days before such meetings.

SECTION 3 - *Quorum*: At all meetings of the members, 15% of the National membership shall constitute a quorum.

SECTION 4 - *Voting*: All action except amendment of the Articles of Association and amendment of the By-Laws, shall be by majority of those members present and voting. Voting by proxy or absentee ballot shall not be allowed except by the approval of the majority of the Executive Committee in accordance with the rules they prescribe and with notice to all members.

ARTICLE IV - OFFICERS

SECTION 1 - The elected officers of the club shall be Regional Executive, Assistant Regional Executive, Secretary, and Treasurer. They shall serve for one calendar year, or until their successors are elected and installed.

SECTION 2 - The above named officers, duly elected at the Annual Meeting, together with the committee chairs and newsletter editor shall constitute the Executive Committee of the club.

SECTION 3 - In case a vacancy shall occur in any of said offices, the Executive Committee shall elect a person to fill the said vacancy until the next Annual meeting, except as provided for the office of Regional Executive in Article V, Section 2.

ARTICLE V - DUTIES OF ELECTED OFFICERS

SECTION 1 - *Duties of Regional Executive*: The Regional Executive shall preside at all meetings of the members and officers and shall perform the duties usually appertaining to this office. The Regional Executive shall also serve as the club's main liaison with the Sports Car Club of America. He or she shall be Chief Executive officer of the club and be responsible for maintaining the executive records file and planning the year's calendar of events.

SECTION 2 - *Duties of the Assistant Regional Executive*: In the absence of the Regional Executive, or in the case of his or her death, resignation, or inability to act, the duties usually appertaining to that office shall be performed by the Assistant Regional Executive. It shall be the duty of the Assistant Regional Executive to arrange special events, including the annual banquet, and approve all public information.

SECTION 3 - *Duties of the Secretary*: The Secretary shall attend all meetings of the members and officers and shall record all minutes and votes in a separate, permanently bound book kept for that purpose. He or she shall give notices of all meetings of the members by law or these By-Laws, and shall perform all duties incident to his office required by law or by majority of the Executive Committee. The Secretary shall notify new officers of their election, and have custody of the corporate seal and club's meeting 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 Executive Committee, have custody of all monies, debts, and obligations belonging to the club. The Treasurer shall receive all monies of the club and deposit them in the club account, and shall make payments of all club debts. All contracts, checks, drafts, notes, or other orders for payment of money shall be signed in the name of the club by the Treasurer or Regional Executive. The Treasurer shall give bond, at club expense, if required by the Executive Committee. The Treasurer shall give a report on the financial status of the club at the annual meeting (to be published in the newsletter), and, if so requested, at any other meeting. No obligation, debt, or other liability shall be incurred by the Treasurer or Regional Executive without the specific prior approval of the Executive Committee (for amounts of \$500.00 or less) or the club's membership (for amounts greater than \$500.00).

ARTICLE VI - APPOINTMENTS AND COMMITTEES

SECTION 1 - *Appointment of Committees*: The officers shall create committees as they find desirable by appointing a committee chair and providing the same with an outline of the duties and responsibilities of the committee. The committee chair shall be responsible for recruiting committee members, fulfilling the outlined duties and responsibilities, and providing progress reports when requested.

SECTION 2 - *Nomination Committee*: The officers shall appoint a Nominating Committee, consisting of five (5) members in good standing, for the purpose of preparing a list of candidates for club offices. The Nominating Committee must meet at least sixty (60) days before the date of the annual meeting and deliver such nominations in writing, signed by the members making the nomination to the Secretary and Newsletter Editor at least thirty (30) days before the date of the Annual Meeting. The members shall be notified of the existing nominations prior to the meeting. Additional nominees will be accepted from the floor at the Annual Meeting prior to commencement of the election. Nominees must provide acceptance of their nomination prior to the election. Nominees must be members in good standing and can be nominated for only one office each calendar year. The Nominating Committee shall provide a written ballot for use in the election.

SECTION 3 - *Election of Officers*: Elections will be held at the Annual Meeting. Each member in good standing shall have one vote and only members present can vote. Voting shall be indicated on a written ballot provided by the Nominating Committee. Only those members nominated under Article VI, Section 2 shall be eligible for election. Two (2) "Judges of the Election" shall be chosen from the Nominating Committee, by that Committee, to collect and tabulate the ballots. The newly-elected officers names shall be announced immediately upon the proper tabulation of the ballots.

SECTION 4 - *Newsletter Editor*: A Newsletter Editor shall be appointed by the Executive Committee to edit and publish a newsletter of club activities at regular intervals. His or her term of office shall begin and end with the calendar year.

ARTICLE VII - FISCAL YEAR

The fiscal year of the club shall be the calendar year, beginning January 1, and ending December 31.

ARTICLE VIII - PERSONAL LIABILITY

All persons or corporations extending credit to, or contracting with, or having any claims against the corporation or the officers shall look only to the funds and property of the corporation for payment of any such contract or claim or for any payment of 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 officers, present or future, shall be personally liable therefore.

ARTICLE IX - AMENDMENT OF ARTICLES OF ASSOCIATION AND BY-LAWS

The Executive Committee of the club or any ten (10) members in good standing by written petition submitted to the Secretary may propose an amendment to the Articles of Association or the By-Laws. Upon such a proposal being made, notice shall be given to all members, the proposed amendment discussed at the next meeting of the members, and voted upon at the following meeting. If two-thirds of the members present and voting are in favor of the proposal, the proposed amendment shall be approved and adopted, provided a quorum is present.

Last amended: 12/14/2004