

SAN FRANCISCO REGION – SPORTS CAR CLUB OF AMERICA, INC.
A California Nonprofit Public Benefit Corporation

BYLAWS

As Revised November 2015

ARTICLE I – EMBLEM AND SEAL

Section 1 – Emblem: The Club emblem shall be the design of the knock off hub-type of wire wheel inscribed with the words “Sports Car Club of America, San Francisco Region”.

Section 2 – The Corporate Seal: The corporate seal shall be circular in form being inscribed with the name of the Club, the year of its incorporation, and the word “California”. The Secretary, with the approval of the Regional Executive or Treasurer, may change the form of the seal at any time.

ARTICLE II – MEMBERSHIP AND DUES

Section 1 – Members: Membership in the Club shall be restricted to members of the Sports Car Club of America Incorporated. Applications for membership shall be signed by the applicant and forwarded to the Club office. All applications shall be accompanied by payment in the amount of the current combined total of the annual national and regional dues and fees owed.

- (a) *Regular Membership* shall consist of the following classifications: (a) Individual, (b) Spouse (must be legally married to a regular member as recognized by California law), (c) Family, and (d) Junior. Each individual covered under these membership classifications shall have full voting and office holding rights in the Club. Dues for each classification shall be determined in accordance with subsequent *Section 2*.
- (b) *Associate Membership* shall be a non-voting, non-office holding membership open to individuals with certain criterion, rights and benefits as may be prescribed from time to time by the Board of Directors. Dues for *Associate Memberships* shall be determined in accordance with subsequent *Section 2*.

Section 2 – Dues: The annual regional dues shall be determined from time to time by a two-thirds vote of the Board of Directors.

Section 3 – Termination of Membership:

- (a) *Membership Suspension.* A membership will automatically lapse into suspension with no Club rights for non-payment of dues at the end of sixty (60) days and then terminate by special automatic expulsion at the end of ninety (90) days after being billed for the current year.

- (b) *Infraction of Club Rules.* Any membership may be suspended for infraction of Club rules by a vote of the majority of the Board of Directors of the Club or for other cause if a majority of said Board shall deem such suspension to be in the best interest of the Club. Upon such suspension, the member shall be so notified five (5) days prior to the effective date by the Secretary in writing and shall be given a reasonable and legally acceptable due process opportunity to be heard by the Board of Directors.
- (c) *Expulsion.* Other than as above provided automatically for non-payment of dues, expulsion from the Club may be imposed on any membership before or after suspension through the action of the Board of Directors following a legally acceptable notice and due process policy procedure as established by the Board of Directors.
- (d) *Right to Appeal.* Any member suspended or expelled may appeal the ruling at the next Annual Meeting. A majority of the members present, voting by secret ballot, shall determine if the suspension and/or expulsion is upheld.
- (e) *Resignation.* Any member may resign by directing a written notice of resignation to the Secretary. The resignation shall be effective upon receipt or a stipulated effective date, whichever is later.

Section 4 – Fees and Debts Owed: All indebtedness to the Club is to be paid through the effective date of membership termination in all cases.

Section 5 – Membership Notices: All membership notices required may be provided by the Club through various mailings, publications, electronic communication technology, or mailing post-paid to the address appearing upon the records of the Club. Notices shall be consistent with California Corporations Code, Sections 5016 and 5079.

ARTICLE – III MEETING OF THE MEMBERS

Section 1 –Meetings:

- (a) *Annual Meeting.* The Annual Meeting shall be held in the last quarter of the fiscal year on a date as determined by the Board of Directors each year for the report of officers and committees and other such business as lawfully may come before the meeting.
- (b) *Business, Social and Special Meetings.* Business and social meetings of the members shall be held at such times as the Board of Directors shall specify. Special meetings of the members may be called by the Regional Executive or by a majority of the Board of Directors.

Section 2 – Notice of Meetings: A written or printed notice, stating the place, day, hour and purpose of any meeting of the members, including special meetings, shall be given by the Secretary not less than seven (7) days before such meeting to each member by various mailings, publications, electronic communication technology, or mailing post-paid to the address appearing upon the records of the Club.

Section 3 – Quorum: At all meetings of the members, twenty-five (25) members shall constitute a quorum.

Section 4 – Voting: All action except amendments of the Articles of Incorporation and amendment of the Bylaws (as controlled by California Corporate Code Section 5018), or unless otherwise specified herein) shall be by majority of those present and voting.

Section 5 – Parliamentary Procedure: Roberts Rules of Order, as revised, shall govern the process of all club meetings.

ARTICLE IV – OFFICERS AND DIRECTORS

Section 1 – Board of Directors: The business affairs and property of the Club shall be managed by a Board of Directors consisting of the Regional Executive and six (6) members of the Club, three (3) members of the Board of Directors to be elected for two-year terms by the membership of the Club in even numbered years, and three (3) members to be elected for two-year terms by the membership of the Club in odd-numbered years. The Regional Executive shall be elected annually by the membership of the Club; however, no member shall be eligible for election to the position of Regional Executive unless such person has been a member of the Board of Directors and is nominated by fifty (50) San Francisco Region Regular members in good standing. A person eligible for both positions may seek election as a director and as Regional Executive at the same election, but the position of director shall be deemed vacant if he or she is elected to both positions. Only Regular members may hold elected offices.

Section 2 – Terms: Officers and Directors shall serve for the terms for which they were elected or until their successors are elected and qualify.

Section 3 – Appointments:

- (a) *Other Officers.* The Board of Directors shall choose from among their number a Treasurer, and Secretary and from among their number or other members of the Club such assistants to these officers as they deem desirable. All such officers shall serve at the pleasure of the Board of Directors and until their successors shall qualify.
- (b) *Vacancies.* In the event of a vacancy in the Board of Directors, said vacancy shall be filled for the remainder of the unexpired term by a vote of a majority of the Board of Directors, or in the event that a majority of the Board cannot agree, by election to be held within sixty (60) days.

Section 4 – Board Meetings: The Board of Directors shall meet regularly each month at a time and place decided upon by a majority and at other such times and places as the Regional Executive shall deem necessary or desirable. No notice is necessary for the regular meeting, and notice of all other meetings shall be given either in writing or by electronic communications technology prior thereto. Four (4) of the seven (7) directors shall constitute a quorum. Members or guests wishing to address the Board of Directors may do so with the approval of the Regional Executive or majority of the Board for a specified time only. Regular meetings of the Board shall be considered closed meetings.

Section 5 – Nominations and Elections:

- (a) *Nominations.* Any fifty (50) Regular members in good standing of the Club may nominate a candidate for Regional Executive or director. Such nominations shall be made in writing, signed by the members making the nomination and delivered to the Secretary, in care of the Regional Office, by September 1st.
- (b) *Elections.* A ballot shall be made available to the members in good standing not more than thirty (30) days nor less than twenty days (20) in advance of the Annual Meeting. All voting shall be by mail or secure electronic format and all ballots must be received by the Secretary, in care of the Regional Office, at least four (4) days before the date of the Annual Meeting.

If no nomination for Regional Executive is received, or if fewer than the required number of nominations for Director are received, the elected Members of the Board shall fill those positions by appointment, and no ballot for those positions shall be submitted to the membership.

Section 6 – Recall: Upon the written petition, submitted to the Secretary, of not less than fifty (50) Regular members in good standing, stating the reason for removal of the Regional Executive or any director of the Club, said person may be removed from office with or without cause by the vote of a majority of the votes cast at a special election held for that purpose.

Upon receipt of such petition, the Secretary shall include notice of the same in the notice of the next business meeting and the person involved shall be given an opportunity to be heard at such meeting. Within ten (10) days after such meeting, the Secretary shall mail to each member a ballot allowing members to vote for or against the recall of the person involved.

Section 7 – Secret Ballot: The directors, in the case of all voting, at their discretion, may devise and use a secret ballot form.

Section 8 – Conflict of Interest: No member of the Regional Board of Directors shall serve as an officer or chairman of similar groups or clubs doing business, collaborating, or competing with the San Francisco Region, Sports Car Club of America unless approved by the Board of Directors. Additionally, in all matters that conceivably affect their own personal immediate business interests, said officers shall disqualify themselves from discussion and voting in such matters.

Section 9 – Bonding: Each elected officer or employee of the Region who is to receive, manage or disburse Region funds shall be bonded at the Region's expense.

Section 10 – Major Financial Decisions: The Board of Directors may not authorize the acquisition or sale of any real property, other capital asset or assets, or contracts in excess of one hundred thousand dollars (\$100,000), unless following at least fifteen (15) days written notice to the membership of the proposed acquisition or sale, the Board of Directors acts, at a regularly scheduled meeting, to ratify the acquisition or sale by a two-thirds, roll call vote of the Board. The notice to the membership shall contain an

explanation of the needs and purposes for the acquisition or sale and the basic details of the asset or assets involved, as well as the dissenting opinion of any Board member choosing to explain his or her opposition. However, this procedure is not necessary if the acquisition or sale is a component of a larger project previously so approved.

Section 11 – Ballot Statements: Candidates' statements, and the text of ballot proposals for amendments to the Articles of Incorporation or the Bylaws with suitable *for and against* arguments acceptable by the Board of Directors, shall appear via various mailings, publications, and electronic communications technology two (2) months prior to the mailing of the ballots, to allow for members response which shall also be mailed with each ballot.

ARTICLE V – DUTIES OF OFFICERS

Section 1 – Regional Executive: The Regional Executive shall be the Chief Executive Officer of the Club. The Regional Executive shall preside at all meetings of the members and directors and shall perform the duties usually appertaining to this office. The Regional Executive may call special meetings of members under the provisions of Article III, Section 2. The Regional Executive shall assign member license holders to all Regional Chief positions within the Region's scope with the assistance of the director delegated oversight of said positions and with the advice and consent of the Board of Directors. It shall be the Regional Executive's duty to provide a schedule of dates and events for the year following his or her term with any assistance deemed necessary to compile same. With the advice of other directors, the Regional Executive shall be responsible for all Club day-to-day business operations, employees who are subject to annual review, the approval of budget allocations, and personnel policies or procedures established by the Board of Directors.

In the case of sustained absence, death, resignation, or inability to act, the duties usually appertaining to the office of Regional Executive shall be performed by the Assistant Regional Executive.

Section 2 – Duties of the Secretary: The Secretary shall attend all meetings of the members and directors and shall record all minutes and votes in a book kept for the purpose. The Secretary shall cause to be kept an up-to-date roll of all Club members. The Secretary shall give all notices of meetings of the members required by law or these Bylaws and shall perform, or cause to be performed, all duties incident to this office required by the law or by the majority of the Board of Directors.

The Secretary shall have custody of the Corporate Seal and the Club's records.

In the absence of the Secretary from any Club meetings, the Assistant Secretary, if one has been appointed, shall act in the Secretary's place, or a Secretary pro-tempore shall be chosen by the presiding officer.

Section 3 – Duties of the Treasurer: The Treasurer or delegated designee shall, subject to such conditions and restriction as may be made by the directors, have custody of all monies, debts, and obligations belonging to the Club. The Treasurer or delegated designee shall make or cause to be made all payments of the 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 Regional Executive and co-signed by the Treasurer or delegated designee. The Treasurer shall give a report on the financial status of the Club at the Annual Meeting, and if so required, at any meeting of the directors. The Treasurer shall, if requested by the directors, submit the books and records to an auditing committee composed of individuals or accountants selected by the directors. If an Assistant Treasurer is appointed under Article IV, Section 4, hereof, the Assistant Treasurer shall act in the sustained absence or incapacity of the Treasurer.

ARTICLE VI – COMMITTEES

Section 1 – Appointment of Committees: The Regional Executive, with the approval of the Board of Directors, shall appoint other committees as he finds desirable, from time to time, and shall outline the duties, duration of existence, and responsibilities of such committees. All reports or action taken by a committee must be voted by a majority of the entire committee and are advisory in nature.

ARTICLE VII – FISCAL YEAR

The fiscal year of the Club shall be the Calendar Year.

No officer, director, or member shall incur any obligation, debts or other liability on behalf of the Club without prior approval of the Board of Directors.

ARTICLE VIII – PERSONAL LIABILITY

All persons or corporations extending credit to, contracting with, or having any claim against the corporation or officers, shall look only to the funds and property of the corporation for payment of any contract or claim or for the payment of any debt, damage, judgment, or decree, or any other money that may otherwise become due to 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.

The liability of all volunteers acting on behalf of the Club is strictly limited by California Corporations Code, Section 5047.5.

ARTICLE IX – INDEMNIFICATION

Each Regional Director, officer, volunteer, other appointed or elected person of this Club, who before, now or hereafter in office, and their respective heirs, executors and administrators, and each Regional Director, officer, volunteer, other appointed or elected person of the Club and their respective heirs, executors and administrators who now acts, or shall hereafter act at the request of the Club as Regional Director, officer, volunteer, other appointed or elected person of this Club controlled by this Club shall be indemnified by this Club to the fullest extent permitted by California law (primarily Corporations Code, Section 5238) with the authorization and oversight of the Board of Directors.

ARTICLE X – AMENDMENT OF ARTICLES OF INCORPORATION AND BYLAWS

The Board of Directors of the Club, or any fifty (50) Regular members in good standing by written petition submitted to the Secretary, may propose an amendment to the Articles of Incorporation or the Bylaws in compliance with California Corporations Code, Sections 5810-5820 and the Articles of Incorporation. A members' petition shall be presented promptly to a Drafting Committee composed of one member selected by the proponents, one member selected by the Board, and one member selected jointly by the other two, for preparation of the proposal in proper form for submission to the membership. The language being added shall be underlined and the language being deleted shall be shown in strikeout. Upon such proposal being made, a copy thereof shall be mailed to all members in good standing and not less than thirty (30) days shall be allowed for such balloting. If two-thirds of the members submitting ballots vote in favor of the amendment, the amendment shall thereby be approved and adopted. The directors may, at their discretion, devise and use a secret ballot form. The Secretary shall give results of the balloting in the next Club publication following the close of the balloting.

ARTICLE XI – REGIONAL MANAGER

The Region shall make every reasonable effort to employ a Regional Manager. Said manager shall be employed by the Region through the Regional Executive and subject to the confirmation of the Board of Directors.

The duties of the Regional Manager shall be:

1. Day-to-day operation of the Regional Office and the Region's business affairs within the policies established by the Regional Executive and the Board of Directors.
 2. The Regional Manager shall not be assigned the duties of any duly constituted committee or chairman.
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