

**Blue Ridge Region  
Sports Car Club of America, Inc.**

**BY-LAWS**



# **BLUE RIDGE REGION**

## **SPORTS CAR CLUB OF AMERICA, INC. BY-LAWS**

### **ARTICLE I**

#### **NAME, PURPOSE, EMBLEM, SEAL.**

**Section 1. NAME:** The name of the Club shall be Blue Ridge Region, Sports Car Club of America, Inc.

**Section 2. PURPOSE:** The purpose of the Club shall be to encourage the preservation, ownership and operation of sports cars; to act as a source of technical information; to provide and regulate events and exhibitions for cars and their owners; and to encourage careful and skillful driving on public highways.

No part of the net income of the Club shall, under any circumstances, inure to the benefit of any member of the Club or to any private individual, provided, however, that members who actually render services to the Club may be paid reasonable compensation for such services actually rendered. No substantial part of the activities of the Club shall consist of carrying on propaganda or otherwise attempting to influence legislation.

The Club shall receive no part of its income from or by reason of making its facilities available to the general public in return for an admission fee, stipend, or other remuneration collected from individual members of the public; but nothing herein shall preclude the Club from receiving reimbursement or remuneration for goods, equipment, or services rendered or provided to or for any persons, firms, or corporations acting as sponsors or promoters of races, hill climbs, or other sporting events to which the public is invited or solicited and an admission fee charged, provided that no such admission fees nor any stated percentage or proportion thereof may be or shall be, paid to or received by the Club directly.

**Section 3. EMBLEMS:** Emblems may be adopted/authorized from time to time by the Board of Directors or by vote of the membership.

**Section 4. 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 words "Virginia". The Secretary, with the approval of the Board of Directors, may change the form of the seal at any time.

## ARTICLE II

### MEMBERSHIP AND DUES

**Section 1. ELECTION:** Membership in the Club shall be restricted to persons interested in the purposes of this Club. The name of the prospective member shall be published on social media and online survey. If three or more active members in good standing express their disapproval of the candidate, the prospective member will not be accepted unless and until elected to membership by a two-thirds vote of the members present and voting at a subsequent regularly constituted meeting of the membership. Such disapproval must be expressed in writing to the Secretary within two weeks of the date of publication of the notice. If the prospective member is not disapproved, membership shall automatically become effective two weeks after the date of publication of the notice, provided that the prospective member shall have paid all required national and regional dues and fees.

A prospective member whose application is rejected may not reapply for membership until a period of at least twelve months has expired from the date of rejection of his or her last application.

**Section 2. CLASSES OF MEMBERSHIP:** (A) ACTIVE - Any person duly elected as provided in Section 1 of this Article who is not under suspension or in default on his national or regional dues and fees, and who has not been expelled, is an active member in the Club and is entitled to all the privileges of membership.

(B) SPOUSE - Spouse member may be either husband or wife of a Regular member, and shall carry the same rights and privileges as a Regular member,

(C) JUNIOR - Junior member must be under eighteen (18) years of age,

(D) LIFE - Life membership may be conferred by vote of a majority of the members present and voting at any regularly constituted meeting of the members, and shall carry all rights and privileges of active membership, and shall excuse the holder from payment of Regional dues; life membership shall expire upon death of the member, or termination of his national SCCA membership.

**Section 3. DUES:** Annual dues shall be determined from time to time by the Board of Directors. Until further determination, dues shall be \$20.00 per year for a Regular member, \$25.00 per year for a Family, \$10.00 per year for a junior member. The Regional membership period shall be concurrent with the National membership period — one (1) year from date of joining.

**Section 4. SUSPENSION AND EXPULSION FROM MEMBERSHIP:**

(a) Membership shall automatically lapse for nonpayment of dues 90 days after commencement of the membership year for which they are payable.

(b) The membership of any member indebted to the Club and delinquent for more than 90 days in such indebtedness shall automatically lapse and such member shall thereupon forfeit all dues and fees already paid.

(c) A member may be suspended at any time, without advance notice, for infraction of any Club rule which He / She is accused, by the Board of Directors if the Board shall deem such

suspension to be in the best interests of the Club, The Board of Directors shall immediately notify a member of his suspension by hand written letter or e-mail. The suspended member shall thereafter be entitled to a reasonable opportunity to be heard by the Board of Directors concerning the misconduct of which he or she is accused. The Board of Directors may thereafter continue for a definite term or terminate the suspension, or expel the member, and its decision shall be final.

**Section 5. RESIGNATION:** A member may resign by letter addressed to the Board of Directors, in care of the Secretary. His or her resignation shall be effective upon receipt thereof.

## **ARTICLE III**

### **MEETINGS OF THE MEMBERS**

**Section 1. ANNUAL MEETING:** The annual meeting of the Club shall be held in January of each year for the election of directors, reports of officers and committees and such other business as lawfully may come before the meeting. The exact time and place of the meeting shall be determined by the Board of Directors.

**Section 2. SPECIAL MEETINGS:** Special meetings of the Club may be called at any time by the Board of Directors on its own motion and must be called by the Board of Directors upon petition of 10 or more active members in good standing.

**Section 3. NOTICE OF MEETINGS:** A written, printed or message board 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 7 days nor more than 45 days before such meeting, to each member by mailing such notice, postpaid, to the address appearing upon the records of the Club or posted on Blue Ridge Region's website message boards. Telephone conference calls will be allowed if the board deems it necessary.

**Section 4. QUORUM:** At all meetings of the members, a minimum of 15% of members in good standing shall constitute a quorum.

**Section 5.** All action, except amendment of the Club Charter and amendment of these By-Laws, shall be by majority of the active members present and voting. Voting by proxy and by mailed ballot or publishing on Blue Ridge Region's website or Forum may be allowed at the discretion of, and in accordance with, rules prescribed by the Board of Directors.

## ARTICLE IV

### OFFICERS AND DIRECTORS AND ELECTIONS OF SAME

**Section 1. ELECTION AND NUMBERS OF OFFICERS AND DIRECTORS:** All of the business and the affairs of the Club shall be the responsibility of and conducted by a Board of Directors, which shall consist of: a Regional Executive, an Assistant Regional Executive, a Secretary, a Treasurer, and three (3) Directors, all of which shall be members in good standing of this Club and of SCCA. Three (3) of which (Regional Executive and two (2) Directors) will be elected on even numbered years and four (4) of which (Assistant Regional Executive, Secretary, Treasurer and Director) will be elected on odd numbered years. Directors shall serve a term of two (2) years and/or until their successors are elected, qualified, and installed. Elections shall be by mail or posting on Blue Ridge Region's website message boards. Ballots shall be mailed or posted on Blue Ridge Region's website to all members in good standing by the Secretary, no later than November 1 of each year. Only ballots postmarked by November 15 shall be counted towards election of new officers. No one individual shall hold more than one of the elected offices in the Club at the same time. The Titles of Regional Executive and Assistant Regional Executive may be used interchangeably with the titles of President and Vice-President within the Sports Car Club of America and its regions.

**Section 2. VACANCIES:** In the event of the death, resignation, moving from the region, or inability to act, of the Regional Executive, the Assistant Regional Executive shall succeed to the office of Regional Executive for the unexpired term. In the event of the death, resignation, moving from the region, or inability to act, of any other elected officer or director, the Board of Directors shall appoint another active member in good standing to fill the office becoming vacant for the unexpired term.

**Section 3. NOMINATIONS:** A nominating committee appointed by the Board of Directors or any active member in good standing may nominate a candidate for office. Nominations must be made in writing by submitting same to the Secretary, as directed by him or her. Written nominations must include a second and the consent of the nominee. Directions for submitting written nominations shall be announced to all members at least 3 months prior to the Election. All written nominations received by the Secretary will be published at least one month prior to the Election. Publishing shall be by e-mail, Club message boards or by social media.

## ARTICLE V

### DUTIES OF ELECTED OFFICERS

**Section 1. DUTIES OF THE REGIONAL EXECUTIVE:** The Regional Executive shall be the chief executive of the Club and shall perform the duties usually appertaining to this office. He or she shall preside at all meetings of the members and officers.

**Section 2. DUTIES OF THE ASSISTANT REGIONAL EXECUTIVE:** The duties of the Assistant Regional Executive shall be those assigned to him by the Regional Executive. In the absence of the Regional Executive, the duties of the Regional Executive shall be performed by the Assistant Regional Executive.

**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 book kept for that purpose. He or She shall keep an up-to-date roll of all members of the Club. He or She shall give all notices of meetings of the members as required by law or by these By-Laws, and shall perform all duties incident to their office. He or She shall have custody of the corporate seal. In the absence of the Secretary from any of the meetings of the members or officers, a Secretary Pro-Tempore shall be appointed 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, have custody of all monies, debts and obligations belonging to the Club account. He / She shall have direct control over and supervision of all payments of Club debts and obligations. The Treasurer shall give a report of the financial status of the Club at the annual meeting and, if so requested by the officers, at any meeting of the officers. He or She shall, if requested by the officers, submit his or her books and records to an auditing committee composed of individuals or accountants selected by the officers.

## ARTICLE VI

### COMMITTEES

**Section 1. STANDING COMMITTEES:** The Board of Directors shall appoint such standing committees as it finds desirable from time to time and shall outline the duties and responsibilities of such committees. The Regional Executive shall designate one member of each standing committee as chairperson of that committee. All reports or action taken by a special committee must be approved by a majority of the committee and shall be subject to the approval of the Board of Directors.

## **ARTICLE VII**

### **PERSONAL LIABILITY**

All persons or corporations extending credit to, contracting with, or having any claim against the Club or the Board of Directors, shall look only to the funds and property of the Club 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 Club or the Board of Directors, so that neither the members of the Club nor the Board of Directors, present or future, shall be personally liable therefor.

## **ARTICLE VIII**

### **FISCAL YEAR**

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

## **ARTICLE IX**

### **INDEMNIFICATION**

Each Director, officer and other appointed or elected person of this Club now or hereafter in office, and his or her heirs, executors and administrators, and each Director, officer and other appointed or elected person of this Club and his or her heirs, executors and administrators who now acts, or shall hereafter act at the request of this Club, as Director, officer and other appointed or elected person of this Club controlled by this Club shall be indemnified by this Club against all costs, expenses and amounts of liability therefore, including counsel fees, reasonably incurred or imposed upon him in connection with or resulting from any action, suit, proceeding or claim to which he or she may be made a party, or in which he or she may be or become involved by reason of his or her acts of omission or commission, or alleged acts of commission as such Director, officer and other appointed or elected person of this Club, which is the basis of such suit, action, proceeding or claim, occurred before or after the adoption of this By-Law, provided that such indemnification shall not apply with respect to any matter as to which such Director, officer and other appointed or elected person of this Club shall be finally adjudged in such action, suit or proceeding to have been individually guilty of willful misfeasance or malfeasance in the performance of this duty as such Director, officer, and other appointed or elected person of this Club, and provided, further, that the indemnification herein provided shall, with respect to any settlement of any such suit, action, proceeding or claim, include

reimbursement of any amounts paid and expenses reasonably incurred in settling any such suit, action, proceeding or claim, when in the judgment of the officers of the Club, such settlement and reimbursement appear to be for the best interests of the Club. The foregoing right of indemnification shall be in addition to and not exclusive of any and all other rights as to which any such Director, officer and other appointed or elected person of this Club may be entitled under any By-Law agreement, vote of members or otherwise.

## **ARTICLE X**

### **DISSOLUTION**

In the event the Club is dissolved, all the assets which the Club may own at that time shall be turned over to: one or more clubs organized and operated for the same purposes as the Club or exclusively for pleasure, recreation or other non-profitable purposes, no part of the net earnings of which inures to the benefit of any private shareholder or individual; or, to one or more corporations, trusts, community chests, funds or foundations created or organized in the United States, or in any possession thereof, or under the laws of the United States or of any state or territory, or the District of Columbia, or of any possession of the United States, and operated exclusively for religious, charitable, scientific, literary or educational purposes, no part of the net earnings of which inures to the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda or otherwise attempting to influence legislation.

## **ARTICLE XI**

### **AMENDMENT OF CLUB CHARTER AND BY-LAWS**

The Board of Directors or any ten active members in good standing may, by written petition submitted to the Secretary, propose an amendment to the Club Charter or the By-Laws. Upon such proposal being made, a copy thereof shall be mailed by the Secretary to all active members in good standing. Balloting shall be by mail, e-mail or by Online Survey and not less than 30 days shall be allowed for such balloting. If two-thirds of the members submitting ballots are in favor of the amendment, it shall be adopted. The Secretary shall give the results of the balloting in the next possible Club bulletin following the balloting.



