



CENTRAL CAROLINAS REGION  
SPORTS CAR CLUB OF AMERICA INC.  
BY-LAWS

(As adopted in 1960, amended (1) in 1963 and in full force and effect January 1, 1965.)

(Amended (2) in 1980 and in full force and effect September, 1980.)

(Amended (3) in 1981 and full force and effect July 1, 1981.)

(Amended (4) in 1984 and in full force and effect June 1, 1984.)

(Amended (5) in 1988 and in full force and effect May 1, 1988.)

(Amended (6) in 1989 and in full force and effect August 1, 1989.)

(Amended (7) in 2005 and in full force and effect December 20, 2005)

## **ARTICLE I**

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

Section 1. NAME: The name of the Club shall be CENTRAL CAROLINAS 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 sports 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 other- wise attempting to influence legislation.

(1) 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 there- of may be or shall be, paid to or received by the Club directly.

(3) Section 3. EMBLEM: The emblem of the Club shall be circular in shape with a blue border inscribed "Sports Car Club of America," overlaid with a gold triangle inscribed "Central Carolinas Region". The center of said triangle shall have a red triangle with interlocking gold letters; "CCR" (See footnote #1)

(1) Other, alternate, or additional 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 should be circular in form being inscribed with the name of the Club, the year of its incorporation, and the words "North Carolina". 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

(3) (7) Section 1. CLASSES OF MEMBERSHIP: The Club shall have two classes of Members. The designation of such classes and qualifications of the Members of such classes shall be as follows:

(a) Regular Members. Any individual interested in and capable of furthering the purposes of the Club shall be eligible for Regular Membership. The types and privileges of Regular Members in good standing are specified in the SCCA Operations Manual. In addition, all Life Members in good standing shall be considered Regular Members.

(b) Associate Members. Any person, corporation, organization or association interested in and capable of furthering the purposes of the Club shall be eligible for Associate Membership. The types and privileges of Associate Members in good standing are specified in the SCCA Operations Manual.

(7) Section 2. MEMBERSHIP PROCESS.

(a) Regular Members. Any person eligible for Regular Membership may apply according to procedures specified in the SCCA Operations Manual. A person accepted for Regular Membership shall also become a Member of the Region of his or her choice. Regular Members of the SCCA must continue to hold membership in a Region unless specifically exempted from this requirement by the Board of Directors.

(b) Associate Members. Any person, corporation, organization, or association eligible for Associate Membership may apply according to procedures as specified in the SCCA Operations Manual. An Associate Member need not be a member of a Region.

(c) Life Members. Regional 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.

(2) (3) (5) Section 3. Annual dues shall be determined from time to time by the Board of Directors. The Regional membership period shall be concurrent with the National membership period.

(7) Section 4. TERMINATION, SUSPENSION AND RENEWAL.

(a) Any Regular or Associate Member may resign by letter addressed to the Club. The resignation shall be effective upon receipt of the letter.

(b) The Membership term is 12 months from the end of the month during which dues are received. Membership shall automatically lapse for non-payment of dues.

(c) The membership of any Member indebted to the Club and delinquent for more than 60 days shall automatically lapse and the Member shall forfeit all dues and fees already paid.

(d) The Board of Directors may suspend a Member at any time for infraction of any Club rule or any other cause if the suspending body deems the action in the best interests of the Club, provided that the body will afford the Member a reasonable opportunity to be heard by it or by a committee appointed by it, in person or through a representative, prior to taking any action, unless it deems it imperative to suspend the Member before a hearing can be held. The suspending body shall immediately notify a Member who has been suspended, in writing, of the suspension. The suspended Member shall then be entitled to a reasonable opportunity to be heard, in person or through a representative, by the Board of Directors or a committee appointed by it. The Board of Directors may thereafter continue for a definite term, terminate, or rescind the suspension, or expel the Member, and its decision shall be final. In addition, if the Board of Directors is the original suspending body, and a hearing is held prior to any action, then the Board of Directors may suspend for a definite term or expel the Member without affording a second opportunity to be heard.

(e) A Regular Membership automatically lapses if the Member ceases to be a Member in good standing of a Region, unless the Member has specifically been exempted from this requirement according to Section 2(a) of this Article.

### **ARTICLE III**

#### **MEETINGS OF THE MEMBERS**

(2) (5) (6) (7) Section 1. ANNUAL MEETING: The Annual Meeting of the Club shall be held on a week-end in January of each calendar year, for the announcement of newly elected 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.

(7) Section 3. NOTICE OF MEETINGS: A notification, 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 14 days nor more than 45 days before such meeting, by publication in regular Club mailings and/or by publication on the Club internet web-site. Direct mailing to a member will only be made if that member has provided written instructions to the Club Secretary, requesting written notification.

(3) (7) Section 4. QUORUM: At any meeting of the members, excluding the Annual Meeting, a minimum of 40 active members in good standing shall constitute a quorum. At the Annual meeting, the Secretary may declare a quorum of the members in attendance. If a quorum is not declared no motion requiring member vote may be proposed.

(5) Section 5. All action, except amendment of the Club Charter and amendment of the By-laws, shall be by majority of the active members voting. Election of new directors will be conducted by mailed ballots in accordance with rules pre-scribed by the Board of Directors.

## **ARTICLE IV**

### **OFFICERS AND DIRECTORS**

(3) (5) Section 1. ELECTION AND NUMBER OF DIRECTORS: All of the business and affairs of the Club shall be the responsibility of, and conducted by, a Board of Directors, which shall consist of 9 members in good standing of this Club, and SCCA; 3 of whom shall be elected by the membership prior to the annual meeting of the members of the Club each year for a term of 3 years and/or until their successors are elected, qualified, and installed.

(3) (6) Section 2. OFFICERS: As soon as possible following the conclusion of election proceedings pursuant to these By-Laws, the Board of Directors or its delegates shall make the results of said election known to the membership. Between the conclusion of said election proceedings and the annual meeting of the Club each year, the Board of Directors shall convene, the newly elected members be installed, any retiring member excused, and the following officers elected from the membership of the Board of Directors as then constituted: a Regional Executive, an Assistant Regional Executive, a Secretary, and a Treasurer; and in addition, at the sole discretion of the Board, an Assistant Secretary and/or an Assistant Treasurer, neither of whom need to be members of said Board. The officers so elected shall be installed immediately after election, and serve at the pleasure of the Board of Directors, and until their successors are elected and installed in accordance herewith, but the terms of all officers shall normally be one year and shall normally expire and their successors be elected at a meeting of the Board to be held following the conclusion of election proceedings and before the annual meeting of the Club, as aforesaid.

(1) 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.

(1) Section 3. No one shall be elected as an officer or director of the Club who is not an active member in good standing at the time of the election, nor continue to serve after termination of national and/or regional membership, nor during suspension from either.

(3) Section 4. 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.

(3) (4) (5) Section 5. 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, contain a second and consent of the nominee and be received by the Secretary a minimum of 3 months prior to the annual meeting. Directions for submitting nominations shall be announced to all members at least 5 months prior to the annual meeting. All nominations will be published at least 2 1/2 months prior to the annual meeting. Ballots will be made available to members at least 45 days prior to the meeting with return receipt by the Secretary required at least 5 days before the meeting.

(7) Section 6. ATTENDANCE: Each Director is required to attend a minimum of 50% of the scheduled region board meetings each year. In addition, a Director can not miss more than three (3) consecutive meetings without written notification to the Regional Executive. The Secretary will have the responsibility of tracking attendance. If a Director is unable to attend the minimum required number of meetings, the Board of Directors may request that the Director submit their resignation from the Board. In the event that the Director elects not to resign, the Board of Directors may terminate a Director by majority vote. If unable to attend a board meeting, Director must contact the Regional Executive prior to the scheduled meeting date.

## **ARTICLE V**

### **DUTIES OF ELECTED OFFICERS**

(3) 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 shall preside at all meetings of the members and officers.

(3) 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 shall keep an up-to-date roll of all members of the Club. He 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 his office. He shall have custody of the corporate seal.

In the absence of the Secretary or Assistant 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 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 shall, if requested by the officers, submit his books and records to an auditing committee composed of individuals or accountants selected by the officers.

(3) (6) Section S. SPECIAL OFFICES: The Board of Directors shall from time to time appoint members to operate in various capacities and to carry out certain administrative duties as it shall see fit or as prescribed by national rules. Such individual members shall serve at the pleasure of the Board of Directors. Such offices shall be: Membership, Equipment, Newsletter, Social, Merchandise, Driver Licensing Chairman and others as may be necessary from time to time.

## **ARTICLE VI**

### **COMMITTEES**

(3) (6) (7) Section 1. STANDING COMMITTEES:

(a) "Competition Committee" The Board of Directors shall appoint a Board member to serve as Competition Chairman. He or she may serve by themselves or with other members appointed as seen fit by the Board of Directors.

The competition Committee shall be composed of the minimum of the Competition Chairman and the Chiefs of those specialties required to conduct a race event.

It shall be the Competition Chairman's responsibility to recommend to the Board of Directors for appointment such Specialty Chiefs as required to properly conduct a Sports Car Club of America sanctioned event. He or she shall be responsible for ascertaining that said Specialty Chiefs are appropriately qualified for their appointed position as required by the General competition Rules. Such Specialty Chiefs shall be responsible to the Competition Chairman.

It shall also be the responsibility of the Competition Chairman to work in cooperation with the Race Chairman of individual Race Events to ascertain that said events are held and conducted in accordance with rules set forth by the General Competition Rules (G.C.R.) of the Sports Car Club of America.

(b) "Non-racing Committees" - The Board of Directors shall appoint chairpersons to administer and operate any standing committees that the Board of Directors establishes for Non-Racing events such as Slaloms, Autocrosses, Time Trials, Road Rally's, etc. as defined by SCCA rules. Such

events shall be run in accordance with National SCCA policy with the exception of such rules alterations as may be recommended by the Committee and approved by the Board of Directors.

Section 2. SPECIAL COMMITTEES: The Board of Directors shall appoint such special Committees as it finds desirable from time to time and shall outline the duties and responsibilities of such committees. The President shall designate one member of each special Committee as chairman 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 monies that may otherwise become due or payable to them from the Club or Board of Directors, so that neither the members of the Club nor the Board of Directors, present or future, shall be personally liable therefore.

## **ARTICLE VIII**

### **FISCAL YEAR**

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

## **ARTICLE IX**

### **INDEMNIFICATION**

(7) The Club may indemnify a Director, Officer, employee or agent of the Club against liabilities, including judgments, settlements, penalties, fines and reasonable expenses and legal fees incurred with respect to any threatened, pending or completed action, suit or proceeding whether civil, criminal, administrative or investigative and whether formal or informal. Such indemnification is permitted by the Club if the person seeking indemnification:

i) conducted himself in good faith,

(ii) reasonably believed,

(A) with respect to conduct in his or her official capacity for the Club, that his or her conduct was in the Club's best interests, or

(B) with respect to conduct in other capacities, that his or her conduct was, at least not opposed to the Club's best interests, and

(iii) with respect to criminal proceedings, that he or she had no reasonable cause to believe his or her conduct was unlawful. The termination of a proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not be determinative of whether the foregoing standard of conduct has been satisfied.

The Club shall not indemnify a Director, Officer, employee or agent in connection with

(i) a proceeding by or in the right of the Club, in which such person is adjudged liable to the Club, or

(ii) any proceeding charging improper personal benefit to that person, in which he or she is adjudged liable or, the basis that he or she improperly received personal benefit(s).

However, the Club shall indemnify a Director, Officer, employee or agent who was wholly successful, on the merits or otherwise, in defense of any proceeding to which he or she was a party, against reasonable expenses incurred by him or her in connection with the proceeding. The indemnification of a person, permitted by the foregoing provisions, must be authorized in the specific case after a determination has been made that indemnification is permissible under the circumstances because the applicable standard of conduct was met. This determination shall be made by:

(i) the Board of Directors by majority vote of a quorum, which quorum shall consist of Directors not parties to the proceeding, or

(ii) if a quorum cannot be obtained, by a majority vote of a committee of the Board of Directors designated by the Board, which committee shall consist of two or more Directors not parties to the proceeding; except that Directors who are parties to the proceeding may participate in the designation of Directors for the committee.

If the quorum cannot be obtained or the committee cannot be established, or if such quorum or committee so directs, the determination shall be made by:

(i) independent legal counsel selected by a vote of the Board of Directors or the committee, or if a quorum of the full Board cannot be obtained or a committee cannot be established, by independent legal counsel selected by a majority vote of the full Board, or

(ii) by the Members.

If the determination that indemnification is permissible is made by independent legal counsel, the authorization of indemnification and evaluation as to reasonableness of the expenses shall be made by the body which selected that counsel. A Director, Officer, employee or agent of the Club who is a party to a proceeding may apply for indemnification to the court conducting the proceeding or to another court of competent jurisdiction. On receipt of such an application, the

court, after giving any notice it considers necessary, if it determines that such person is entitled to mandatory indemnification pursuant to these Bylaws or law, the court shall order indemnification in which case the court shall also order the Club to pay such person's reasonable expenses. If the court determines that such person is fairly and reasonably entitled to indemnification in view of all of the relevant circumstances, whether or not such person meets the standard of conduct set forth in these Bylaws as a condition of indemnification, or whether such person was adjudged liable in such circumstances which would ordinarily prohibit the Club from making indemnification, the court may order such indemnification as it deems proper. The Club may pay for, or reimburse, the reasonable expenses incurred by a Director, Officer, employee or agent of the Club, who is a party to a proceeding, in advance of the final disposition of the proceeding, if

(i) the Club is furnished with a written affirmation of such person's good faith belief that he or she has met the applicable standard of conduct,

(ii) such person furnishes the Club with a written undertaking, executed personally or on his or her behalf, to repay the advance if it is determined that he or she did not meet such standard of conduct, and

(iii) a determination is made that the facts then known to those making the determination would not preclude indemnification under this paragraph.

The foregoing undertaking shall be an unlimited general obligation of such person and need not be secured and may be accepted without reference to financial ability to make repayment.

The Club may purchase and maintain insurance on behalf of an individual who is or was a Director, Officer, employee, fiduciary or agent of the Club and who, while a Director, Officer, employee, fiduciary or agent of the Club is or was serving at the request of the Club as a Director, officer, partner, trustee, employee, fiduciary or agent of any other foreign or domestic corporation or of any partnership, joint venture, trust, or other enterprise or employee benefit plan against any liability asserted against or incurred by him in any such capacity or arising out of his or her status as such, whether or not the Club would have the power to indemnify him against such liability under the foregoing provisions. If an indemnification or advance of expenses to a Director arises out of a proceeding by or on behalf of the Club, such indemnification, if made pursuant to the foregoing provisions, shall be reported in writing to the Members with or before notice of the next meeting of the Club.

## **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 purpose 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 slate 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**

### **(7)INTERNET VOTING/APPROVAL PROCESS**

Between regularly scheduled board meetings, the Board of Directors may have the need to make a motion and gain Director approval to conduct Club business and/or make Club expenditures. To efficiently facilitate this occurring, the following internet voting process will occur. The Regional Executive or Assistant Regional Executive will have the responsibility of presenting a motion to the Board of Directors via email, along with the timeframe for responses. Directors will have a chance to respond via email to other Directors with questions/discussion and will vote by email on the motion, ensuring that they copy all other Directors with their vote. A motion will pass if it receives a two-thirds vote by the Directors. The Regional Executive (or Assistant Regional Executive) will then have approval to move forward and execute the motion. All internet/email votes will be discussed at the next scheduled Board of Directors meeting and entered into the meeting minutes.

## **ARTICLE XII**

### **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 of 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, 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.

### **(3) Footnote #1: Diagram of Club Emblem**

Gold triangle with black lettering: Central Carolinas Region

Red background with gold letters: CCR

Blue circle with white letters: Sports Car Club of America white edges