

SALINA REGION  
SPORTS CAR CLUB OF AMERICA, INC.  
BYLAWS

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## Table of Contents

### Article 1 General

Section 1.	Name	3
Section 2.	Purpose	3
Section 3.	Territory	3
Section 4.	Emblem	3
Section 5.	Offices	3
Section 6.	Exempt Organization	3

### Article II Membership

Section 1.	Classes of Members	4
Section 2.	Membership Process	4
Section 3.	Dues	5
Section 4.	Membership Term	5
Section 5.	Resignation, Termination, Suspension and Renewal	5

### Article III Meetings of the Members and Voting Rights

Section 1.	Annual Meeting	6
Section 2.	Special Meetings	6
Section 3.	Notice	6
Section 4.	Voting	6

### Article IV Board of Directors

Section 1.	Jurisdiction	6
Section 2.	Number and Qualification of Directors	6
Section 3.	Election, Appointment, and Term of Office	7
Section 4.	Vacancies	8
Section 5.	Place of Meeting	8
Section 6.	Organization Meeting	8
Section 7.	Other Regular Meetings	8
Section 8.	Special Meetings	9
Section 9.	Notice of Adjournment	9
Section 10.	Waiver of Notice	9
Section 11.	Quorum	9
Section 12.	Meetings by Telephone	9
Section 13.	Adjournment	9
Section 14.	Votes and Voting	9
Section 15.	Inspection of Books and Records	10
Section 16.	Fees and Compensation	10

<b>Article V. Officers</b>		
Section 1.	Officers	10
Section 2.	Election	10
Section 3.	Subordinate Officers, Etc.	10
Section 4.	Compensation of Officers	10
Section 5.	Vacancies	10
Section 6.	Removal and Resignation	10
Section 7.	Regional Executive	11
Section 8.	Assistant Regional Executive	11
Section 9.	Secretary	11
Section 10.	Treasurer	11
Section 11.	Solo Chair	12
<b>Article VI. Miscellaneous</b>		
Section 1.	Dues	12
Section 2.	Use of Roberts Rules of Order	12
Section 3.	Indemnification of Directors and Officers	12
Section 4.	Checks, Drafts, etc.	13
Section 5.	Annual Report	13
Section 6.	Contracts, Deeds, etc.	13
Section 7.	Fiscal Year	13
Section 8.	Controlled Substances	13
Section 9.	Gender and Number	14
<b>Article VII. Dissolution</b>		14
<b>Article VIII. Amendments</b>		
Section 1.	Power of Directors	14
Section 2.	Power of Members	14
<b>Certificate of Secretary</b>		15

## ARTICLE I

### Name, Purpose, Emblem, and Tax Status

**Section 1. Name.** The name of the Club shall be SALINA REGION SPORTS CAR CLUB OF AMERICA, INCORPORATED.

**Section 2. Purpose.** The nature of the activities to be conducted and the purposes to be promoted and carried out are as follows: To promote interest in sports cars and other fine automobiles and to encourage their safe and skillful operation, by developing, arranging and regulating Solo events and other forms of automotive competition, by dissemination of information through newsletters and electronic means, and through related social and recreational activities for the instruction and enjoyment of its members.

**Section 3. Territory.** The geographic Territory of the Salina Region is established as an area of Kansas from the northwest corner of the state extending south and east to include, but not exceed, Wallace, Logan, Gove, Trego, Ellis, Barton, Rice, McPherson, Marion, Dickinson, Clay, and Washington counties. Definition of the territory does not preclude persons living outside the territory from becoming Salina Region members, or persons living within the territory from becoming members of other regions.

**Section 4. Emblem.** The Club's emblem shall be a rectangular design with "SALINA" in large letters, with a representation of a curved course with pylons going through the letters, "REGION" in intermediate size letters, and "SPORTS CAR CLUB OF AMERICA" in smaller letters. The print is black on a yellow background. The emblem is displayed on the cover page of these bylaws.

**Section 5. Offices.** The Principal Office and Registered Office, for the transaction of the business of the corporation shall be located at the home of the Region Executive, or a location otherwise designated by the Board of Directors. Upon adoption of a change in the registered office, a certificate certifying the change shall be executed, acknowledged, and filed with the Kansas Secretary of State, and a certified copy thereof shall be recorded in the office of the Register of Deeds for the county in which the new registered office is located (and in the old county, if such registered office is moved from one county to another).

**Section 6. Exempt Organization.** No part of the net earnings of the Club shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the Club shall be authorized and empowered to pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes set forth in Article 1, section 2 hereof. No substantial part of the activities of the Club shall be the participation in or intervention in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these bylaws, the Club shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal Income tax under Section 501(c)(4) of the current Internal Revenue Code.

## ARTICLE II

### Membership

**Section 1. Classes of Members.** There shall be four classes of members. The designation of such classes and qualifications of the Members shall be as follows:

- (a) **Region of Record:** 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 are specified in the National SCCA Operations Manual. These shall include Family, First Gear, Military, and Life Members in good standing.
- (b) **Associate Members.** Any SCCA member in good standing interested in and capable of furthering the purposes of the Club who have chosen a Region other than the Salina Region as their Region of Record shall be eligible for Associate Region Membership. Associate Region members shall have all rights and privileges the same as Region of Record members.
- (c) **Weekend Members.** In accordance with the procedures set forth by the SCCA National office, any person who competes in a vehicle during a competition event and is not an SCCA member shall be a Weekend Member. A Weekend Membership shall terminate at the conclusion of the event or upon departure from the event site. Weekend Members shall have no voting rights.
- (d) **Trial Members.** In accordance with the procedures set forth by the SCCA National office, any person who rides in a vehicle during a competition event but is not a competitor and is not an SCCA member shall be a Trial Member. A Trial Membership shall terminate at the conclusion of the event or upon departure from the event site. Trial Members shall have no voting rights.

**Section 2. Membership Process.**

- (a) **Region of Record Members.** Any candidate for membership shall complete the application form provided by the National SCCA office and send it to the national office with required dues payment. 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 National SCCA Board of Directors.
- (b) **Associate Members.** Any SCCA member in good standing may pay Salina Region dues and be eligible for Salina Region Associate Membership.
- (c) **Weekend Members.** Any person who is not an SCCA member in good standing who enters to compete in an SCCA competition event shall have a Weekend Membership form completed. Entrants must pay the necessary fee.
- (d) **Trial Members.** Any person who is not an SCCA member in good standing who rides in a competing vehicle during an SCCA competition event shall have a Trial Membership form completed. There is no fee for a Trial Membership.

**Section 3. Dues.** Regular and Associate Members' dues shall be payable annually in such amounts as the National SCCA Board of Directors establishes. Varying levels of dues for particular categories of Membership are established by the National SCCA Board of Directors, and will be described in the SCCA Operations Manual. Regular Members who have previously paid dues for life or who have been awarded a Life Membership shall not be required to pay annual dues, or to pay subscription fees for Club periodicals, distributed to the membership at large. Weekend Membership fees shall be as established by SCCA. There is no fee for a Trial Membership. No refund of dues shall be made under any circumstances. Region Dues are established by the Salina Region SCCA Board of Directors.

**Section 4. Membership term.** The membership term for Region of Record members is 12 months from the end of the month during which dues are received, in accordance with the national membership term. The membership term for Associate members is effective from the date of joining the Region to the expiration of their National membership. Associate members paying region dues through SCCA with their regular membership renewal will have an Associate Membership term concurrent with their national membership term. Weekend Memberships and Trial Memberships shall terminate at the conclusion of the event or upon departure from the event site.

**Section 5. Resignation, 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 of any Member indebted to the Club or to the Salina Region and delinquent for more than 60 days shall automatically lapse and the Member shall forfeit all dues and fees already paid.
- (c) The National Board of Directors or the Salina Region 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 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.

## ARTICLE III

### Meetings of the Members and Voting Rights

**Section 1. Annual Meeting.** The annual membership meeting of the Club shall be in January or February on a date designated by the Board of Directors for presenting the reports of officers, committees and boards, and such other business as may lawfully come before the meeting. The time and place of the annual meeting, which shall be held within the geographical boundaries of the Region, shall be established by the Board of Directors, which shall also arrange for an annual trophy banquet. The trophy banquet and membership meeting may be held at the same time.

**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 on petition of at least 6 per cent of the total Region of Record Members of the Club. The basis upon which the 6 per cent shall be calculated shall be the local Club membership count on the month end preceding the petition. Such meetings shall be held at such times and places as the Board of Directors shall determine. Written notice of Special Meetings shall be given to each member entitled to vote as specified in Section 1 of this Article.

**Section 3. Notice.** A written notice of each annual and special meeting stating the place, hour, date, and purpose thereof shall be mailed by the office of the Club to every Region of Record and Associate Member not less than 10 nor more than 60 days before such meeting. No action shall be taken at any annual or special meeting of the Members unless the intention to consider the subject matter has been set forth in the notice of the meeting.

**Section 4. Voting.** Each Region of Record Member and Associate Member shall have one vote on each and every matter submitted to a vote of the Region membership. At all meetings except as otherwise provided by law, the Members entitled to vote that are present shall constitute a quorum. All actions except as otherwise provided by law, by the Club's certificate of incorporation or bylaws, shall be by majority of those Region of Record Members and Associate Members present and voting. Presence and voting by proxy may be allowed at the discretion of and in accordance with rules prescribed by the Board of Directors.

## ARTICLE IV

### Board of Directors

**Section 1. Jurisdiction .** The affairs and property of the Club shall be managed by a Board of Directors elected or appointed in the manner set forth below. Subject to limitations of the Articles of Incorporation, of the bylaws, and of the Kansas Corporation Code, and subject to the duties of directors as prescribed by the bylaws, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be controlled by, the board of directors. It is hereby expressly declared that the directors shall have the following power, to-wit:

**First –** To alter, amend or repeal the bylaws of the corporation.

**Second** – To select and remove all the other officers, agents and employees of the corporation, prescribe such powers and duties for them as may not be inconsistent with law, or with the Articles of Incorporation or the Bylaws, fix their compensation, and require from them security for faithful service.

**Third** – To conduct, manage, and control the affairs and business of the corporation, and to make such rules and regulations not inconsistent with the law, or with the Articles of Incorporation or the Bylaws, as they deem best.

**Fourth** – To change the principal office and registered office for the transaction of the business of the corporation from one location to another as provided in Article I hereof; to designate any place within or without the State of Kansas for the holding of any members' meeting or meetings; and to adopt, make and use a corporate Seal.

**Fifth** – To borrow money and incur indebtedness for purposes of the corporation, and to cause to be executed and delivered therefore, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, or other evidences of debt and securities.

**Sixth** – To appoint committees, and to delegate to such committees any of the powers and authority of the board in the management of the business and affairs of the corporation, except the power to adopt, amend, or repeal bylaws. Any such committee shall be composed of two or more directors, and may also include additional Salina members.

**Section 2. Number and Qualification of Directors.** The authorized number of directors of the Corporation shall be six (6) – specifically Regional Executive, Assistant Regional Executive, Secretary, Treasurer, Solo Chair, and Immediate Past Regional Executive – plus any additional Members At Large seated following a favorable vote by a majority of the current board. The six directors titled herein must be current dues-paid Region of Record members of Salina Region. Associate members of Salina Region may be seated as Members At Large.

**Section 3. Election, Appointment, and Term of Office.** As specified in Article V, directors shall be elected annually from a slate of nominees chosen by the Nominating Committee and presented to the membership by paper or electronic ballot available to all Region of Record and Associate members whose membership is valid as of December.

Directors, who shall act as the Treasurer of the corporation and Solo Chair, shall be appointed by the newly elected board of directors. All such appointed directors must receive a favorable vote by a majority of the elected board of directors. All directors shall hold office until their respective successors are elected. A director may be removed from office at any time for cause, however, by a majority vote of the voting members, and he may be removed without cause by a two-thirds (2/3) vote of the voting members.

The Nominating Committee shall be made up of members of the board of directors. The chairperson of such committee shall be chosen by the committee from its members. The chairperson of the Nominating Committee shall call a meeting of the committee prior to the October meeting of the board of directors, for the purpose of selecting a slate of directors to be voted on during the next election. Such committee shall pick not more than seven (7) candidates for the slate. No member may be placed on the slate without such member's consent.



The slate shall be announced at the October meeting of the board of directors and written notice mailed to all Region of Record members at least ten (10) days prior to the November meeting of the board of directors, with information to the effect that further nominations to the slate may be made at the November meeting of the board of directors if such nominations are presented in writing signed by at least five (5) voting members and the nominee. Anyone nominated for the board of directors shall have been a member of the Club for at least one year. At the November meeting of the board of directors, the Board shall vote for the slate of nominees to be voted upon by the Region of Record members of the Club.

Upon approval of the slate by the board of directors, ballots including every name on the approved slate shall be mailed by the Club's secretary within five (5) days after such November meeting to all active Region of Record and Associate members in good standing as of the date of the November meeting of the board of directors. Ballots shall be returned to the Club secretary by mail, and delivered, sealed, by the Club secretary to the board of directors currently sitting for counting at the December Board of Directors meeting, or at an alternate time agreed on by the majority of the board of directors. The counting of the ballots shall be by at least a majority of the board of directors, at such time as will permit an announcement at the annual membership meeting. Voted ballots shall be retained by the Nominating Committee chairperson until ten (10) days after announcement, and then destroyed.

If a defeated candidate desires to have a recount, he shall notify the Nominating Committee chairperson who shall call a special meeting of the board of directors for this purpose. The board of directors shall make such rules with regard to the issuance, return, and counting of ballots as it deems necessary and reasonable, not inconsistent with these bylaws.

**Section 4. Vacancies.** Vacancies on the board of directors may be filled by a majority of the remaining directors, although less than a quorum, or by a sole remaining director. If the Articles of Incorporation permit election of directors without written ballot, then the election of directors to fill vacancies shall be without written ballot, unless requested by any director. If at any time, by reason of death, resignation, or other cause, the corporation should have no directors in office, then any officer or any member may call a special meeting of the members in accordance with the provisions of these bylaws, or may apply to the District Court for a decree summarily ordering election as provided by the Kansas Corporation Code. Each director so elected shall hold office until his successor is elected at an annual or a special meeting of the members.

A vacancy or vacancies on the board of directors shall be deemed to exist in case of the death, resignation or removal of any director, or if the authorized number of directors be increased, or if the members fail to elect or appoint the full authorized number of directors to be voted for, or if any director or directors elected shall refuse to serve.

No reduction of the authorized number of directors shall have the effect of removing any director prior to the expiration of this term of office.

**Section 5. Place of Meeting.** Regular and special meetings of the board of directors shall be held at any place within or without the State of Kansas which has been designated by resolution of the board or by written consent of all members of the board.

**Section 6. Organization Meeting.** The first Board of Directors meeting of the new calendar year shall include organization, election of officers, and the transaction of other business.

**Section 7. Other Regular Meetings.** Other regular meetings of the board of directors shall be held once each month upon call by the Regional Executive.

**Section 8. Special Meetings.** Special meetings of the board of directors for any purpose or purposes shall be called at any time by the Regional Executive or, if he is absent or unable or refuses to act, by the secretary or by two (2) or more directors. Notice of such special meetings, unless waived by attendance thereat or by written or electronic consent to the holding of the meeting, shall be given by written notice mailed at least five (5) days before the date of such meeting or be hand delivered or notified by email at least two (2) days before the date such meeting is to be held. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail with postage thereon addressed to the director at his address of record. If notice is given by email, such notice shall be deemed to be delivered when the same is sent electronically to the directors' email addresses.

**Section 9. Notice of Adjournment.** Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place be fixed at the meeting adjourned.

**Section 10. Waiver of Notice.** The transactions of any meeting of the board of directors, however called and noticed or wherever held, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum be present, and if, either before or after the meeting, each of the directors not present signs a written waiver of notice, or a consent to holding such meeting, or an approval of the minutes thereof, or an electronic text consent. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

**Section 11. Quorum.** A majority of the total number of directors shall be necessary to constitute a quorum for the transaction of business, except to adjourn as hereinafter provided. Every act of decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the board of directors, unless a greater number be required by law or by the Articles of Incorporation. The directors present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough directors to leave less than a quorum.

**Section 12. Meetings by Telephone or other Electronic Means.** Members of the board of directors of the corporation, or any committee designated by such board, may participate in a meeting of the board of directors by means of conference telephone or similar communications equipment, by means of which all persons participating in the meeting can hear one another, and such participation in a meeting shall constitute presence in person at the meeting. In exceptional circumstances, an urgent issue may be resolved via email or other electronic means, provided the email correspondences include all members of the board of directors. If a board of director does not respond within a reasonable time, the Regional Executive shall attempt to contact that director via telephone so his discussion and final opinion can be heard. Such electronic correspondence shall be printed and saved with meeting minutes by the Secretary.

**Section 13. Adjournment.** A majority of the directors present may adjourn any directors' meeting to meet again at a stated day and hour or until the time fixed for the next regular meeting of the board.

**Section 14. Votes and Voting.** All votes required of directors hereunder may be by voice vote or show of hands, unless a written ballot is requested, which request may be made by any one director. Each director shall have one vote, even if he holds more than one Director position. Every reference to a majority or other proportion of directors shall refer to a majority or other proportion of the votes of such directors.

**Section 15. Inspection of Books and Records.** Any director shall have the right to examine the corporation's membership ledger, a list of its members entitled to vote and its other books and records for a purpose reasonably related to such director's position as a director. When there is any doubt concerning the inspection rights of a director, the parties may petition the District Court, which may, in its discretion, determine whether an inspection may be made and whether any limitations or conditions should be imposed upon the same.

**Section 16. Fees and Compensation.** Directors shall not receive any stated salary for their services as directors. Nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity as an officer, agent, employee, or otherwise, and receiving compensation therefore.

## ARTICLE V

### Officers

**Section 1. Officers.** The Officers of the corporation shall be a Regional Executive, Assistant Regional Executive, a Past Regional Executive, a Secretary, a Treasurer, and a Solo Chair. The corporation may also have at the discretion of the board of directors, one or more Assistant Regional Executives, one or more Assistant Secretaries, and one or more Assistant Treasurers, and such other officers as may be appointed in accordance with the provisions of Section 3 of this Article. The Board of Directors may appoint additional directors as it deems appropriate who shall carry the title "Member at Large".

**Section 2. Election.** The Regional Executive, Assistant Regional Executive, and Secretary are elected by the Club Members as specified in Article IV Section 3. The remaining officers of the corporation, including Treasurer and Solo Chair, and such officers as may be appointed in accordance with the provisions of Section 3 or Section 5 of this Article, shall be chosen annually by the board of directors. Each shall hold his office until he shall resign or shall be removed or otherwise disqualified to serve, or his successor shall be elected or appointed and qualified. The immediate past Regional Executive shall remain active as Past Regional Executive. It is recommended that elected officers serve a maximum of two consecutive years in that position. This does not preclude an elected officer from returning to that position at a later date.

**Section 3. Subordinate Officers.** The board of directors may appoint such other officers as the business of the corporation may require, each of whom shall have authority and perform such duties as are provided in these bylaws or as the board of directors may from time to time specify, and shall hold office until he shall resign or shall be removed or otherwise disqualified to serve.

**Section 4. Compensation of Officers.** Officers and other employees of the corporation shall not receive salaries or other compensation.

**Section 5. Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in these bylaws for regular appointments to such office.

**Section 6. Removal and Resignation.** Any officer may be removed, either with or without cause, by a two-thirds (2/3) majority of the directors at the time in office, at any regular or special meeting of the board. Any officer may resign at any time upon written notice to the corporation.

Any officer may be removed from office for any of the following reasons:

- (a) Failure to attend any four (4) consecutive meetings. These shall include regular meetings, special meetings, and meetings of the board of directors where required.
- (b) Willful neglect of the office, failure to carry out the duties and responsibilities assigned to said officer, or willful violation of the bylaws, resolutions of the board of directors, and rules and regulations of the corporation.

Removal shall be by the board of directors and the board of directors shall, in the event of the determination to remove any officer under the provisions of these bylaws, notify the officer subject thereto of the basis for the removal proceedings and an opportunity to be provided said officer for a fair and impartial hearing before the board of directors. At such hearing, such officer shall be entitled to be present or to be represented and to present evidence in his behalf and to examine and cross-examine witnesses testifying under oath. The regional executive is empowered to administer oaths for this purpose.

Any officer suspended or expelled from membership as provided in section 4 of Article II of these bylaws shall automatically be removed from office without the necessity of further proceedings.

**Section 7. Regional Executive.** The Regional Executive shall be the chief executive officer of the corporation and shall, subject to the control of the board of directors, have general supervision, direction and control of the business and officers of the corporation. He shall preside at all meetings of the members and at all meetings of the board of directors. He shall be **ex officio** a member of all standing committees, including the executive committee, if any, and shall have the general powers and duties of management usually vested in the office of president of a corporation, and shall have such other powers and duties as may be prescribed by the board of directors or these bylaws.

**Section 8. Assistant Regional Executive.** In the absence or disability of the regional executive, the assistant regional executive shall perform all 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. The assistant regional executive shall have such other powers and perform such other duties as from time to time may be prescribed for him by the board of directors or these bylaws.

**Section 9. Secretary.** The secretary shall keep, or cause to be kept, a book of minutes at the principal office or such other place as the board of directors may order, of all meetings of directors and members, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at directors' meetings and members' meetings, and the proceedings thereof.

The secretary shall keep, or cause to be kept, at the principal office, a membership ledger, showing the names of the members and their addresses; and the date of suspension, termination or resignation of every membership.

The secretary shall give, or cause to be given, notice of all meetings of the members and of the board of directors required by these bylaws or by law to be given, and shall have such other powers and perform such other duties as may be prescribed by the board of directors or these bylaws.

**Section 10. Treasurer.** The treasurer shall keep and maintain or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, surplus and shares. The books of account shall at all reasonable times be open to inspection by any director.

The treasurer shall deposit all monies and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the board of directors. He shall disburse the funds of the corporation as may be ordered by the board of directors, shall render to the directors, whenever they request it, an account of all transactions as treasurer and of the financial condition of the corporation, and shall have such other powers and perform such other duties as may be prescribed by the board of directors or these bylaws. No bond shall be required for the office of treasurer.

In the event of the incapacity of either the regional executive or the treasurer, their respective powers to sign may be delegated by action of the board of directors to one or more of its members.

**Section 11. Solo Chair.** The Solo Chair is ultimately responsible for the Region Solo program and is the interface to the Region Board. He sets the direction of the program, plans the season, and performs some of the critical tasks required to put on the region's Solo events. These tasks include, but are not limited to, assigning Event Chairs, submitting sanction and insurance applications to SCCA and submitting audit forms to SCCA.

**Section 12. Past Regional Executive.** The immediate past Regional Executive shall remain on the board during the term of his successor. He may also hold any other elected or appointed position.

## ARTICLE VI

### Miscellaneous

**Section 1. Dues.** The dues required for Club membership which, as indicated in Article II, section 3, shall be established from time to time by action of the board of directors of this Club and the board of directors of the National SCCA office, and shall be payable in advance of the next due date. Such dues may be changed from time to time except that once a member has paid his original membership fee and becomes a member; no subsequent change in the membership fee shall warrant an additional assessment or require a refund as to such fee with respect to such member. Nonpayment of dues shall be a proper cause for suspension or revocation of membership hereunder. All dues shall be payable as specified by the board of directors. Annual dues shall be in the same amount for all members of the same membership class category. The annual dues may vary for each membership class and category where there is more than one such class and category.

**Section 2. Use of Roberts Rules of Order.** The most current revision of Roberts Rules of Order shall be used for the conduct of all members' and directors' meetings except as otherwise provided hereunder or in the Articles of Incorporation.

**Section 3. Indemnification of Directors and Officers.** When a person is sued, either alone or with others, because he is or was a director or officer of the corporation, or of another corporation serving at the request of this corporation, if any proceeding arising out of his alleged misfeasance or nonfeasance in the performance of his duties or out of any alleged wrongful act against the corporation or by the corporation, he shall be indemnified for his reasonable expenses, including attorneys' fees incurred in the defense of the proceeding, if both of the following conditions exist:

- (a) The person sued is successful in whole or in part, or the proceeding against him is settled with the approval of the court; and
- (b) The court finds that his conduct fairly and equitably merits such indemnity.

The amount of such indemnity which may be assessed against the corporation, its receiver, or its trustee, by the court in the same or in a separate proceeding shall be so much of the expenses, including attorneys' fees incurred in the defense of the proceeding, as the court determines and finds to be reasonable. Application for such indemnity may be made either by the person sued or by the attorney or other person rendering services to him in connection with the defense, and the court may order the fees and expenses to be paid directly to the attorney or other person, although he is not a party to the proceeding. Notice of the application for such indemnity may be served upon the corporation, its receiver, or its trustee, and upon the plaintiff and other parties to the proceeding. The court may order notice to be given also to the members in the manner provided in Article III, for giving notice of members' meetings, in such form as the court directs.

**Section 4. Checks, Drafts, etc.** All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness, issued in the name of or payable to the corporation, shall be signed or endorsed by such person or persons and in such manner as, from time to time, shall be determined by resolution of the board of directors.

**Section 5. Annual Report.** No annual report to members shall be required, but the board of directors may cause to be sent to the members reports in such form and at such times as may be deemed appropriate by the board of directors.

**Section 6. Contracts, Deeds, etc., How Executed.** The board of directors, except as in these bylaws otherwise provided, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances; and unless so authorized by the board of directors, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose in any amount; provided, however, that any contracts, agreements, deeds, or other instruments conveying lands or any interest therein, and any other documents shall be executed on behalf of the corporation by the regional executive (or by an assistant regional executive, serving in the absence of the regional executive), or by any other specific officer or agent or attorney so authorized under letter of attorney or other written power which was executed on behalf of the corporation by the regional executive (or assistant regional executive serving in the absence of the regional executive).

**Section 7. Fiscal Year.** The fiscal year shall be from January 1 to December 31, unless the board of directors determines that the fiscal year should be changed. The board of directors shall have the power to change the fiscal year of the corporation for good reason.

**Section 8. Controlled Substances.** No alcoholic beverages or other controlled substances which impair reactions or judgment may be consumed by any member or guest, on the day of, and prior to the completion of any competitive driving event sponsored or conducted by this Club, when such member or guest is participating in such event or is in a position to constitute a hazard. Each member is responsible for the conduct of his respective guest(s). All club directors, officers and members shall be responsible for the enforcement of this Section and shall report any violations hereof to the regional executive as soon as possible.

**Section 9. Gender and Number.** Whenever any words are used herein in the masculine, feminine or neuter gender they should be construed as though they were also used in another gender in all cases where they would so apply, and whenever any words are used herein in the singular or plural form, they should be construed as though they were also used in the other form in all cases where they would so apply.

## **ARTICLE VII**

### **Dissolution**

Upon the dissolution of this corporation, the governing body shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law), as the governing board shall determine. Any such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

## **ARTICLE VIII**

### **Amendments**

**Section 1. Power of Directors.** New bylaws may be adopted or these bylaws may be amended or repealed by a majority vote of the board of directors at any regular or special meeting thereof; provided, however, that the time and place fixed by the bylaws for the annual election of directors shall not be changed within sixty (60) days next preceding the date on which such elections are to be held. Notice of any amendment of the bylaws by the board of directors shall be given to each member having voting rights within ten (10) days after the date of such amendments by the board.

**Section 2. Power of Members.** Any member may present an amendment to the bylaws. All proposed amendments shall be presented to the regional executive in writing. The regional executive shall call a meeting of the board of directors and all elected officers within sixty (60) days and, if the majority of those present approve the intent of the proposed amendment, one (1) or more members of the board of directors shall be designated by the regional executive to redraw the amendment, if necessary, to conform to the language and intent of the entire bylaws. Thereafter, as soon as possible, the secretary shall mail, or otherwise cause to be published such amendment for approval or disapproval of all voting members. Approval or disapproval by voting

members shall be in writing and returned to the secretary on the form provided. The amendment shall be considered approved if two-thirds (2/3) of those voting on such amendment shall vote in the affirmative.

### **CERTIFICATE OF SECRETARY**

I, the undersigned, do hereby certify:

1. That I am the duly elected and acting secretary of the Salina Region Sports Car Club of America, Inc., a Kansas not-for-profit corporation; and
2. That the foregoing bylaws, comprising Fifteen (15) pages, constitute the amended bylaws of said corporation, as duly adopted at the meeting of the board of directors thereof duly held on the 19th day of January, 2020

IN TESTIMONY WHEREOF, I have hereunto subscribed my name this 19th day of January, 2020

(signed)

Connie Preheim

Secretary