

Sports Car Club of America
Arctic Alaska Region, Incorporated
By-Laws

ARTICLE I: Name and Purpose

Section 1: The name of the organization is the Sports Car Club of America Arctic Alaska Region, Incorporated, hereinafter referred to as Region. The Region is incorporated in the State of Alaska as a Non-Profit Corporation.

Section 2: The purposes of the Region shall be:

- To further the enjoyment of its membership and that of the general public in motoring, and in the driving of motor vehicles as a sport
- To encourage the preservation, ownership, and operation of sports cars and other related vehicles
- To act as a source of technical information
- To provide and regulate events and exhibitions for sports and special interest cars and their owners
- To encourage careful and skillful driving on the public roadways
- To establish rules and regulations covering all activities of the Region
- To own real and personal property incidental to the foregoing purposes

Section 3: The territorial boundaries of the Region shall be the entire State of Alaska.

Section 4: The Region emblem shall be the Big Dipper and North Star, the outline of two mountain peaks, and one quarter of the SCCA wire wheel with the letters SCCA. The lettering Arctic Alaska Region 1989 may appear on the left side of the emblem.

ARTICLE II: Fiscal Year

Section 1: The Fiscal Year of the Region shall begin on January 1.

ARTICLE III: Membership

Section 1: Class of Members

The classes of members of the Region shall correspond to such categories as are defined as Regular Members in the Bylaws of the Sports Car Club of America (SCCA).

Additionally, *Honorary Members* of the Region shall be those persons upon whom has been conferred an honorary membership in recognition for an outstanding service in behalf of the Region. Such memberships shall be proposed to the Board of Directors by means of a petition signed by ten (10) Members and presented at a Board of Directors meeting. The Board of Directors will vote to accept or deny the petition at their next meeting. All honorary memberships will be presented with a given expiration time (ie: five years, one year, etc.). Honorary members shall be presented an honorary membership in the Arctic Alaska Region only and are not required to pay dues to the National office. Honorary Members shall not have the privilege to vote at any meetings

Section 2: Application

To become a member of the Region, submit an SCCA Membership application accompanied by the appropriate Regional and National dues to the National Office of SCCA, or directly to a Region official.

Section 3: Dues

Regional dues shall be payable on the same time schedule as National dues. Dues of new members shall be payable on the same time schedule as National dues. Dues of new members shall not be prorated. No refund of dues shall be made under any circumstances.

Section 4: Good Standing

A member in good standing is one who is a member in good standing of the Sports Car Club of America, Incorporated, and who has performed the obligations of membership in the Region as set forth in these By-Laws, and the rules, resolutions, and regulations of the Region.

Section 5: Resignation

Any member of the Region may resign at any time by giving written notice to the Regional Executive or to the Secretary of the Region. Such resignation shall not relieve him/her of the obligation to pay any dues or debts owed to the Region.

Section 6: Suspension and Expulsion

Any member may be suspended or expelled for infraction of Regional rules or such other cause as may be determined by a majority of the Board of Directors as not being in the best interests of the Region. The Board will afford the member a reasonable opportunity to be heard by it prior to taking any such action. A member shall be notified in writing by the Secretary of any charges to be presented by him/her at least fourteen (14) days prior to the date of the meeting at which they are to be considered. This member shall have an opportunity to submit in person or in writing his/her position on such charges and may present witnesses. The Board may, by two-thirds vote of the full Board, suspend or expel the member for a specified period or, by majority vote, make other disposition of the charges as it may deem advisable.

The Regional Executive shall inform the SCCA National Office of any suspended or expelled member, stating the cause in detail.

Any person expelled from the Region shall not be re-admitted as a member in the Region unless approved by a majority of the members in good standing present at a meeting of the Region called for that purpose, a quorum being present.

Section 7: Termination Obligations

Any property of the Region must be returned to the Secretary of the Region by any member whose membership has terminated for any reason.

ARTICLE IV: Meetings of the Region

Section 1: Annual Meeting

The annual meeting of the Region shall be held in the month of October, for the election of the Board of Directors and for reports by the Secretary, Treasurer, and Assistant Regional Executive. Other business may be transacted, if approved by the Board of Directors prior to Notice of the Annual Meeting being mailed.

Section 2: General Meetings

General Meetings shall be held on a regular monthly schedule.

Section 3: Special Meeting

Special meetings may be called by the Board of Directors on its own motion. Special meetings shall be called by the Board of Directors on written petition by at least 6 members or 10% of the membership, whichever is greater. If all of the members shall at any time and place consent to the holding of a meeting, such meeting shall be valid without call or notice and at such meeting any corporate action may be taken.

Section 4: Notice of Meetings

Notice of all meetings of the Region shall be given to each member. Notice of the annual meeting shall be given/distributed no less than fourteen (14) days before the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the U.S. Mail, so addressed with postage thereon prepaid.

Section 5: Quorum

At each meeting covered by this Article, a quorum shall consist of ten (10) of the members in good standing; of which four (4) must be on the Board of Directors (with two (2) or more being Regional Executive, Assistant Regional Executive, Treasurer, or Secretary).

Section 6: Location of Meetings

The Board of Directors may designate any place within the borders of the Region as the location for any meeting covered by this Article.

Section 7: Voting

At each meeting of the Region where a vote is required, each member 16 years of age or older of the Region shall be entitled to one vote. All matters shall be decided by a majority of the votes cast, a quorum being present.

Section 8: Proxies

At any meeting covered by this Article, a member entitled to vote may vote by proxy executed in writing by the member or by his duly authorized attorney-in-fact. No proxy shall be valid after three (3) months from the date of its execution, unless otherwise provided in the proxy. No member may vote more than two proxy votes. Directors may not designate a proxy at Board of Directors meetings. Proxy votes may not count towards a quorum.

ARTICLE V: Board of Directors**Section 1: General Powers and Qualifications**

The property, affairs, and business of the Region shall be conducted and managed by the Board of Directors. Each Director must be a member in good standing of the Region.

Section 2: Number, Qualification and Term of Office of the Directors

There shall be seven (7) Directors, comprised of the Regional Executive, the Assistant Regional Executive, the Secretary, the Treasurer, and three (3) Trustees. The Directors shall be elected in accordance with the provisions of Article VI, Section 1 of these By-Laws and each Director shall hold office for a term of one (1) year.

Section 3: Meetings

Meetings of the Board of Directors shall be held as the Board deems necessary or by request of any one member of the Board of Directors. The Regional Executive or the Assistant Regional Executive shall preside at meetings of the Board of Directors. In the absence of both, the board shall elect its own chairperson. Meetings shall generally be open to the members except that the Board, when it believes that the premature disclosure of the business to be conducted would be detrimental to the affairs of the Region, may by majority vote declare such meetings closed to all except the Board of Directors. The minutes of such closed sessions shall be made available to the membership when disclosure is no longer considered detrimental by the Board.

Section 4: Quorum

A majority of the Board of Directors shall constitute a quorum for the transaction of business at all Board of Directors meetings.

Section 5: Compensation

Directors shall receive no financial compensation whatever for their service to the Region. The Region, at the discretion of the Board of Directors, may repay out-of-pocket expenses incurred by a Director in connection with specific affairs or events of the Region.

Section 6: Presumption of Assent

A Director of the Region who is present at a meeting of the Board of Directors at which action on any corporate matter is taken will be presumed to have assented to the action taken unless the director's dissent to such action is entered in the minutes of the meeting, he or she files written dissent to such action with the person acting as the secretary of the meeting before the adjournment, or he or she forwards the dissent by registered mail to the Secretary of the Region immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

ARTICLE VI: Directors**Section 1: Qualifications, Terms of Office, and Election of Directors**

A candidate must have been a member of SCCA for at least one (1) year, and be a current member of the Region prior to nomination. A candidate may run for only one office at any one election. Candidates may be bracketed in slates if they so desire. All candidates shall have equal access to the means and equipment available to the Region for campaigning but no funds or supplies of the Region shall be used for campaigning. A candidate for the position of Regional Executive must be a current board member, or have completed a term in an elected position on the Board of Directors within the previous five years.

Each office on the Board of Directors shall be elected each year at the Annual Meeting. The term of office shall be one year. A member may hold only one elective office at a time.

The Directors shall appoint a nominating committee by July 1 of each year. The committee shall consist of 3 to 5 members, none of whom may be seeking election. The nominating committee shall recommend a full slate of Officers and Trustees who are to be elected and shall submit its report to the Secretary not later than July 25. The report of the nominating committee shall be published to the membership by August 15.

Nomination by petition shall be as follows: Any five (5) members of the Region may nominate a candidate for any office; such nomination must be in writing, signed by the nominators and by the nominee and delivered to the Secretary on or before September 10.

At least 14 days prior to the Annual Meeting, if more than one member is nominated for any one office, a ballot will be distributed. If a ballot is required, the Secretary shall distribute to each member one ballot, on which shall be designated areas for the member to both print and sign his/her name and print his/her membership number. A ballot shall have no more than one vote cast for each office on a given ballot. The marked ballot shall be submitted prior to the opening for business of the Annual meeting or returned only to the Secretary and will be valid only if received by the Secretary prior to the Annual Meeting.

The Secretary shall appoint a minimum of three election judges to count ballots at the Annual Meeting, designating one as the Chairperson. The Secretary shall provide the judges with an up-to-date list of the members to be used to validate the ballots. Ballots which are cast by non-members, which are not submitted correctly, which do not have both the printed and signed member name and member number, which contain too many votes, or which have more than one vote for one candidate, shall not be counted by the judges. Upon completion of the count, the Chairperson will announce the results to the membership including the number of votes for each candidate. The ballots shall be retained by the Secretary for a minimum of 30 minutes, in case a recount is requested.

In the event of a tie vote where a winner cannot be determined, the tied candidates or their appointed representative shall determine the result by a mutually agreed-to method such as a coin toss or card draw.

Terms of the newly elected Board shall begin January 1 after the Annual Meeting.

Section 2. Resignation

Any Director of the Region may resign at any time by giving written notice to the Regional Executive or to the Secretary of the Region. The resignation of any Director shall take effect at the time specified.

Section 3. Removal

Any Director may be removed at any time for cause by unanimous vote of the other Directors at a special meeting called for that purpose.

Section 4. Vacancies

A vacancy in any office, except Regional Executive, may be filled by the Board of Directors. If the vacancy is the Regional Executive or if a quorum of the Board of Directors cannot be established, then such vacancy shall be filled by a majority of the votes cast by the members of the Region, at a meeting called for that purpose, quorum being present. Directors so selected shall fulfill the term of office of the predecessor.

Section 5. The Regional Executive

The Regional Executive shall be the Chief Executive Officer of the Region, and shall have direct charge of the business of the Region, subject to the general control of the Board of Directors. When present, the Regional Executive shall preside at all meetings of the Board of Directors and the Region. The Regional Executive shall be the main contact with the SCCA, and will help the Region establish goals/scheduling and the administration of same. The Regional Executive will be the Region's liaison with other motorsports clubs in the State of Alaska.

Section 6. The Assistant Regional Executive

In the absence or disability of the Regional Executive, the Assistant Regional Executive shall act as the Regional Executive. Except where the signature of the Regional Executive is required by law, the Assistant Regional Executive shall possess the same power as the Regional Executive to sign all certificates, contracts, obligations and other instruments of the Region. The Assistant Regional Executive shall be responsible for maintaining an equipment list of all Region properties and the storage of those assets. A copy of the Region inventory will be presented at the Annual Meeting.

Section 7: The Secretary

The Secretary shall keep the minutes of all proceedings at the Meetings of the Region and of the Board of Directors, and shall conduct the correspondence of the Region as directed by the Regional Executive. At all meetings where the Secretary's attendance is required, the Secretary shall have the minutes of said meetings typed and distributed to the Board of Directors within 72 hours of said meeting. The past year's minutes shall be made available at each meeting. The Secretary shall maintain a file of Region correspondence. In the absence of the Secretary at meetings, the presiding officer shall appoint a secretary to record the required minutes.

Section 8: The Treasurer

The Treasurer shall be responsible, subject to the conditions and restrictions as may be made by the Board of Directors, for the receipt of moneys for the Region and the making of payments of Region debts as approved by the Board of Directors and recorded in meeting minutes. The Treasurer shall keep complete and correct books and records of all Region financial transactions. The Treasurer shall present a report showing the Region's financial transactions and condition at all Board meetings and at the Annual Meeting. The Treasurer shall, if so requested, report at any Meeting of the Region.

Section 9: Duties of the Trustees

All Trustees shall perform according to these By-Laws or as directed by the Board of Directors or the Regional Executive. The Trustees shall audit the Region's books and present their report at the annual meeting, prior to the

election. Should any two (2) of the seven (7) Board of Directors wish to close the books and call for an audit, they are empowered to do so.

ARTICLE VII: Appointed Offices

Section 1: Appointment and responsibilities

The Board of Directors shall consider appointments to all positions, but not all positions are required to be filled. Appointments must be considered before or during the January meeting. Appointments may only be filled by an individual member in good standing. Any program sanctioning events must have an appointed chairperson. All appointed positions hold non-voting positions on the Board.

Each appointed position shall submit a detailed budget to the Board of Directors for approval prior to any event, expense, or reimbursement.

Section 2: Activities Chairperson

The Activities Chairperson shall plan and administer the Region's non-competition events of all sorts, subject to the direction of the Board of Directors and the Regional Executive.

Section 3: Membership Chairperson

The Membership Chairperson shall coordinate prospective and new members with the Region and the National office, and shall maintain the membership records of the Region.

Section 4: Road Rally Steward

The Road Rally Steward shall oversee the Regional Road Rally program and be responsible for the organization of the championship season and rallymaster training. The Road Rally Steward shall hold a current SCCA issued Road Rally Safety Steward License.

Section 5: Solo Steward

The Solo Steward shall oversee the Solo program of the Region, and be responsible for the organization of the championship season. The Solo Steward shall hold a current SCCA issued Solo Safety Steward License.

Section 6: RallyCross Steward

The RallyCross Steward shall oversee the RallyCross program of the Region, and be responsible for the organization of the championship season. The RallyCross Steward shall hold a current SCCA issued RallyCross Safety Steward License.

Section 7: Region Historian

The Region Historian shall maintain the History of the Region. This may be done via written word, videography, and photography. The Region Historian shall maintain, in orderly fashion, all correspondence sent and received, signed

insurance waivers from meetings and sanctioned SCCA events, Certificate of Insurance originals, membership files, entry forms for Region events, all awards and honors received by the Region, and copies of past minutes provided by the Secretary.

Section 8: Public Relations Chairperson

The Public Relations Chairperson shall promote the Region, keep the public notified of upcoming events, and be responsible for the Region's online activities and media relations.

Section 9: Other Officers

The Board of Directors may appoint such other offices as it deems necessary.

ARTICLE VIII: Committees

Section 1: Committees

The Board of Directors or Regional Executive may appoint such other committees as deemed necessary.

ARTICLE IX: Dues

Section 1: Annual Dues

The annual dues for membership in the Region shall be determined by the Board of Directors.

ARTICLE X: Amendments

Section 1: Alterations, amendments, Repeals or Replacements

These By-Laws may be altered, amended, or repealed, or new By-Laws may be made, at any meeting of the Region, by majority vote of the members in good standing present, a quorum being present; provided that the proposed action in respect thereof shall be stated in the notice of such meeting.

Section 2: Conflicts

No amendment shall be valid that is in conflict with the By-Laws of the Sports Car Club of America, Incorporated.

ARTICLE XI: Policies and Procedures

Section 1: Policies and Procedures

Policies and procedures will be established by the Board of Directors and reviewed each year by the incoming Board of Directors, and shall be made available to the membership.