

OREGON REGION SPORTS CAR CLUB OF AMERICA BYLAWS

Revised April 2009

TABLE OF CONTENTS

ARTICLE I-NAME

- Section 1. Name
- Section 2. Purpose
- Section 3. Emblem
- Section 4. The Corporate Seal

ARTICLE II-MEMBERSHIP

- Section 1. Membership
- Section 2. Dues
- Section 3. Discipline, Suspension and Expulsion
- Section 4. Indebtedness
- Section 5. Resignation

ARTICLE III-MEETINGS

- Section 1. Annual Meeting
- Section 2. General Membership Meeting
- Section 3. Board of Directors Meetings
- Section 4. Special Board of Directors Meetings
- Section 5. Special General Membership Meetings
- Section 6. Notice of Meetings
- Section 7. Voting by the General Membership
- Section 8. Quorum and Voting of Board of Directors
- Section 9. Board of Directors Executive Session

ARTICLE IV-DIRECTORS

- Section 1. Elected Directors
- Section 2. Board of Directors
- Section 3. Removal from Office
- Section 4. Vacancy of Office
- Section 5. Nomination and Election of Officers and Directors
- Section 6. Recall
- Section 7. Informal Action by Directors
- Section 8. Conflict of Interest

ARTICLE V-DUTIES OF THE BOARD OF DIRECTORS AND ELECTED OFFICERS

- Section 1. Duties of the Board of Directors
- Section 2. Duties of Regional Executive
- Section 3. Duties of Assistant Regional Executive

- Section 4. Duties of Director #1
- Section 5. Duties of Director #2
- Section 6. Duties of the Past Regional Executive
- Section 7. Duties of the Road Racing Director
- Section 8. Duties of the Solo Director
- Section 9. Duties of the Rally Director

ARTICLE VI-DUTIES OF MANAGERS

- Section 1. Qualifications of Managers
- Section 2. Duties of the Business Manager
- Section 3. Duties of the Treasurer
- Section 4. Duties of the Secretary

ARTICLE VII-FISCAL YEAR

- Section 1. Fiscal Year

ARTICLE VIII-PERSONAL LIABILITY

- Section 1. Personal Liability
- Section 2. Bonding

ARTICLE IX-INDEMNIFICATION

Section 1. Indemnification Invoked

- Section 2. Conditions for Indemnification
- Section 3. Indemnification Made

ARTICLE X-SEVERABILITY

ARTICLE XI-AMENDMENT OF ARTICLE OF INCORPORATION AND BYLAWS

ARTICLE XII-POLICIES

ARTICLE XIII-ADOPTION

OREGON REGION SPORTS CAR CLUB OF AMERICA BYLAWS

ARTICLE 1-NAME

Section 1. Name: The name of the Club shall be the Oregon Region, Sports Car Club of America, Inc.

Section 2. Purpose: The Club shall be a civic league, the purpose of which shall be exclusively for the promotion of the social welfare and education of the community, primarily through the promotion of national and international amateur sports competition.

As such the Club will promote the following activities and objectives:

Promotion of an interest in the ownership, operation of, and safety of sports cars;

Promotion of activities to develop driving skills;

Promotion of participation in Club and competition events by members;

Promotion of Club racing and events within the community;

Participation in professional events sanctioned by the National SCCA and other professional racing organizations;

Education and cooperation with similar groups in the United States and foreign countries.

Notwithstanding anything to the contrary herein contained, the purposes of the Club shall at all times be those of an organization described in Section 501 (c)(4) of the Internal Revenue Code of 1954, as amended, and regulations there under and the Club shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501 (c)(4) of the Internal Revenue Code of 1954, as amended, and regulations there under.

Section 3. Emblem: The Club emblem shall include the design of the knock-off type wire wheel inscribed with the words, "Sports Car Club of America"; the words " Oregon Region" shall be separate from SCCA, and the design of the entire emblem shall be in accord with that voted by the membership from time to time. A replica of the current Oregon Region Club emblem, as approved in October, 1967, is attached to these Bylaws.

Section 4. The Corporate Seal: The corporate seal shall be circular in form, being inscribed with the name of the Club, the year of its incorporation, and the word "Oregon".

ARTICLE II-MEMBERSHIP

Section 1. Membership: Membership in Oregon Region Sports Car Club of America, Inc., ("Club") shall be open to any person who desires to become a member,

who pays the required annual membership dues and who agrees to abide by such rules of conduct and procedure as may be determined by the Board of Directors of Oregon Region and/or the National Directors of Sports Car Club of America.

Section 2. Dues: Annual dues shall be established each year by the Board of Directors.

Section 3. Discipline: Suspension and Expulsion: The Board shall develop a code of conduct for all Club members to abide by.

Any member may be disciplined or suspended by a majority vote of the Board of Directors at any time for an infraction of any Club rule or for any other cause if the Board of Directors shall deem such action in the best interest of the Club. The Board of Directors shall immediately notify the member of the action taken by the Board. The member shall be entitled to a review of the discipline or suspension according to the procedures defined and adopted by the Board.

In the event of such a review, the Board shall set a date for the review within sixty (60) days of the notice of such a review.

Section 4. Indebtedness: Any member indebted to the Club, other than for nonpayment of dues, and becoming more than sixty days delinquent in such indebtedness, may have their name and the amount of such indebtedness published twice in the Club's publication, after which time, expulsion proceeding, as set forth above, may be brought against them, as may any appropriate legal action.

Section 5. Resignation: Any member may resign by directing a letter of resignation to the Secretary.

ARTICLE III-MEETINGS

Section 1. Annual Meeting: The annual meeting of the members shall be held in the fall of each year. The purpose of the annual meeting shall be the election of officers and directors, and reports of officers, directors and committees to the membership. The date of the annual meeting shall be determined by the Board in sufficient time to allow for the fall nominating process.

Section 2. General Membership Meetings: General membership meetings shall be held monthly or at such time as the Board may specify. The purpose of the General Membership meetings shall be to exchange information, to provide advisory input to the Board of Directors, and for the fellowship of the members. No quorum is required. Notice of the time and place of such meeting shall be mailed or e-mailed to the members via the Region's publication, or by special notice mailed to each member.

Section 3. Board of Directors Meetings: Regular meetings of the Directors shall be held monthly or at such times or frequency as the Board may specify. The schedule of the regular Board meetings shall be published no later than January of each year. The purpose of the Board of Directors meetings shall be to provide oversight and set policy for the Region.

Section 4. Special Board of Directors Meetings: The Regional Executive or any three other directors may call such a meeting. Notice of such a meeting must be transmitted to all directors at least 24 hours prior to such meeting. The purpose of the meeting is limited to the stated reason for which the meeting was called.

Section 5. Special General Membership Meetings: Special general membership meetings of the members may be called by the Regional Executive, majority of the Board, or any twenty five (25) members of Oregon Region, in good standing. The purpose of the meeting is limited to the stated reason for which the meeting was called.

Section 6. Notice of Meetings: A written or printed notice stating the place, day and hour of the annual or any special general membership meeting shall be given by the Secretary not less than fourteen (14) days nor more than thirty (30) days before such meeting. Such notice shall be mailed to each member, postpaid, to the address appearing upon the records of the Club.

Section 7. Voting by the General Membership: All action except amendment of the Bylaws shall be by a majority of those voting. Voting shall be by full members, at least sixteen (16) years of age, in good standing, either in person, or by written ballot. When ballots are used, ballots shall be mailed by the Secretary with a notice of the election. The use of electronic devices (such as the internet) to place, receive and tally votes will be considered an acceptable alternative to mailed ballots provided that security, accuracy, and accountability of the voting can be assured. All voting by any means shall be via secret ballot.

Section 8. Quorum and Voting of Board of Directors: At all meetings of the Board, a majority of voting Board members shall constitute a quorum. All actions shall be by a majority of the total number of Board members.

Section 9. Board of Directors Executive Session: By a vote of three (3) Directors the Board can close a meeting of the Board and go into executive session to discuss matters involving sensitive litigation, personnel or contract negotiation matters.

ARTICLE IV-DIRECTORS

Section 1. Elected Directors: The elected directors of the Club shall be a Regional Executive, Past Regional Executive, Assistant Regional Executive, Director #1, Director #2, Road Racing Director, Solo Director, and Rally Director, The Regional Executive, Assistant Regional Executive, Past Regional Executive, Director # 1, Road Racing Director, Solo Director, and Rally Director shall each serve for one year. Director # 2 shall serve a two year term. The terms of the officers shall begin on the date of the annual meeting. Outgoing Board members will stay in place as advisors to the new Board, overlapping the new incoming Board members, for a period of thirty (30) days from the date the terms of the new officers begin. Officers may only hold one elected Regional office at a time. Persons holding a current office that will not expire at election time, must resign that office to run for a different office.

Section 2. Board of Directors: The Board of Directors shall consist of the elected Directors.

Section 3. Removal from Office: Any Officer or Director may be removed from the Board and a vacancy declared by an affirmative vote of two-thirds (2/3) of the Board. The Board member shall be considered for removal for (1) conduct not in keeping with the mission of the Club or conduct that will negatively affect the image of the Club; (2) non-attendance at two (2) consecutive meetings of the Board without advance excuse by the Regional Executive; or (3) failure to complete assigned duties in a timely manner. The Board member will be notified in advance of the meeting at which they will be considered for removal and may then choose to appear in their own defense.

Section 4. Vacancy of Office: In case a vacancy shall occur in any of said Board positions, except that of Regional Executive, the Board shall select a person to fill that vacancy until the next annual meeting. If the office of the Regional Executive should become vacant, the Assistant Regional Executive shall automatically become Regional Executive. The position of Assistant Regional Executive will then be filled as for other Board vacancies.

Section 5. Nomination and Election of Officers and Directors: A nominating committee consisting of Director #2, serving as Chairman, and three (3) general members shall be appointed by the Regional Executive at least ninety (90) days prior to the annual meeting. The nominating committee shall nominate one or more candidates for each Board position after obtaining the consent of each candidate to serve. All nominees shall be members in good standing and must be able to meet the minimum requirements of the position. Additional nominations may be made by any twenty-five (25) members in good standing. Such nominations must be made in writing, signed by those members making the nomination and countersigned by the nominee. All nominations must be delivered to the Secretary no later than forty-five (45) days prior to the annual meeting. The Secretary shall prepare a ballot containing the names of all persons so nominated. A secret ballot shall be provided for this purpose. Only votes received by the Secretary prior to the time when the annual meeting is called to order are to be considered.

Section 6. Recall: A written petition signed by not less than five percent (5%) of the membership, determined by dividing the number of signatures by the total number of current region members, or seventy-five (75) members, whichever is greater, may be submitted to the Secretary setting forth the reason for the removal of any officer/director of the Club. Said person shall be removed from office by the vote of a majority of the membership. A special election shall be held for that purpose. Upon receipt of such petition the Secretary shall include notice of the petition with the notice of the next general membership meeting. The person involved shall be given the opportunity to be heard at this meeting. Within ten (10) days after that meeting, a secret ballot shall be mailed to the membership for the purpose of voting for or against the recall of the person involved.

Section 7. Informal Action by Directors: Any action required by law to be taken at a meeting of Directors, or any action which might be taken at a meeting of Directors, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the Directors. These actions, including any votes and resolutions must be presented at the next formal meeting of the Directors and included in the minutes of that meeting.

Section 8. Conflict of Interest: The members of the Board of Directors shall disqualify themselves from discussion and voting in all matters that conceivably affect their own personal immediate business interests.

ARTICLE V-DUTIES OF THE BOARD OF DIRECTORS AND ELECTED OFFICERS

Section 1. Duties of the Board of Directors: The Board of Directors shall set policy and carry out the objectives of the Region including appointing region positions.

Section 2. Duties of Regional Executive: The Regional Executive shall be the presiding officer and principal executive officer of the Club and shall in general oversee all of the business and affairs of the Club.

Section 3. Duties of Assistant Regional Executive: In the absence of, inability to perform, or refusal to act on the part of the Regional Executive, the Assistant Regional Executive shall perform the duties of the Regional Executive, and when so acting, shall have all the powers of and be subject to all restrictions upon the Regional Executive. The Assistant Regional Executive shall perform all other duties assigned by the Board.

Section 4. Duties of Director #1: Director #1 is elected for a one year term and shall represent the membership at large. Director #1 shall perform all other duties assigned by the Board.

Section 5. Duties of Director #2: Director #2 is elected for a two year term and shall chair the Nominations Committee. Director #2 shall perform all other duties assigned by the Board.

Section 6. Duties of the Past Regional Executive: The Past Regional Executive serves until replaced by a retiring Regional Executive and shall perform all duties assigned by the Board.

Section 7. Duties of the Road Racing Director: The Road Racing Director is elected for a one year term and shall represent road racing interests and report on Road Racing activities. The Road Racing Director shall perform all other duties assigned by the Board, and may delegate to specific members or knowledgeable persons specific duties.

Section 8. Duties of the Solo Director: The Solo Director is elected for a one year term and shall represent Solo interests and report on Solo activities. The Solo Director shall perform all other duties assigned by the Board, and may delegate to specific members or knowledgeable persons specific duties.

Section 9. Duties of the Rally Director: The Rally Director is elected for a one year term. The Rally Director shall represent Rally interests and report Rally activities to the Board. The Rally Director shall perform all other duties assigned by the Board, and may delegate to specific members or knowledgeable persons specific duties.

ARTICLE VI-DUTIES OF MANAGERS

Section 1. Qualifications of Managers: All managers appointed shall be qualified for these respective positions by being able to meet the minimum requirements for training, experience, and/or education in each field, and by aptitude and/or leadership ability as outlined in the specific manager's job description approved by the Board.

Section 2. Duties of the Office Manager: At such time as the Club's business affairs require, the Board may establish a position of Office Manager and establish a compensation level as appropriate by majority vote of the Board. The time and compensation of the Office Manager will be set by the Board of Directors and may be changed from time to time at the pleasure of the Board by majority vote. The Office Manager is retained at the pleasure of the Board.

The Office Manager is responsible for performing the day-to-day operations of the Region as assigned by the Board and under the supervision of the Regional Executive.

Section 3. Duties of the Treasurer: The Treasurer is appointed by the Board for a two year term. The Board may, at its discretion, appoint a Treasurer to serve a one year term. The Treasurer, with the Board's concurrence, is responsible for development and execution of the Club's financial strategy. The Treasurer is responsible to the Regional Executive.

Section 4. Duties of the Secretary: The Secretary is appointed by the Board for a two year term. The Board may, at its discretion, appoint a Secretary to serve a one year term. The Secretary is responsible for recording all the proceedings of all meetings and vote certification. The Secretary is responsible to the Regional Executive.

ARTICLE VII-FISCAL YEAR

Section 1. Fiscal Year: The fiscal year of the Club shall be from January 1 to December 31.

ARTICLE VIII-PERSONAL LIABILITY

Section 1. Personal Liability: All persons or corporations extending credit to, contracting with, or having any claim against the Club or the Officers or Directors shall look only to the funds and property of the Club for payment of any such contract or claim or 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 Officers or Directors, so that neither the members of the club nor the Officers or Directors present or future shall be personally liable therefore.

Section 2. Bonding: The Board of Directors may, at their discretion, require that any officers, directors, managers, or other persons with Club responsibilities be bonded in an amount to be determined by the Board of Directors.

ARTICLE IX-INDEMNIFICATION

Section 1. Indemnification Invoked: The Club shall indemnify any person who was or is a party to any threatened, pending or completed action, suit or proceeding whether civil, criminal, administrative or investigative, by reason of the fact that the person is or was a Director, Chief or Official of the Club. Indemnification covers all damages, judgments, fines, amounts paid in settlement and expenses including, but not limited to attorney fees, actually and reasonably incurred in connection with the indemnified action, suit or proceeding.

Section 2. Conditions for Indemnification: The conditions for indemnification are; Compliance by the indemnitee with the standard of good faith and reasonableness of such person's action required by the provision of any laws or regulations applicable to the type of action, suit or proceeding, and, compliance with the method of determination of eligibility required by the provision of any applicable laws or regulations.

Section 3. Indemnification Made: Indemnification may be made although the indemnitee is adjudged to be liable for negligence or misconduct in the performance of such person's duties if the court in which the action or suit was brought determines that in view of all of the circumstances of the case, the person is fairly and reasonably entitled to indemnity for the expenses which the court shall deem proper.

ARTICLE X-SEVERABILITY

Any provision of these Bylaws which is inconsistent with existing laws of the State of Oregon or with the Bylaws of the Sports Car Club of America, Inc., shall not invalidate the provisions thereof, except to such inconsistency. Otherwise, these Bylaws shall be in full force and effect.

ARTICLE XI-AMENDMENT OF ARTICLE OF INCORPORATION AND BYLAWS

The Board of Directors, or five percent (5%) of the members in good standing of the Club or seventy-five (75) members, whichever is greater, may, by written petition submitted to the Secretary, propose an amendment to the Articles of Incorporation and/or these Bylaws. Upon such proposal being submitted, a copy thereof shall be included and a notice distributed to all active members. All active members in good standing of the club may vote for or against such proposal in accordance with the

methods prescribed in Article III, Section 7. Notice of such proposal shall be made by the secretary at least thirty (30) days before the date on which such votes are to be returned. If a majority of those returned are in favor of the proposal, the proposed amendment shall thereby be approved and adopted. The secretary shall give notice of the results of such voting, within thirty (30) days thereafter, to all members of the club and such other notices as may be required by the laws of the State of Oregon and/or by the By Laws of the Sports Car Club of America Inc.

ARTICLE XII-POLICIES

The Board of Directors, in coordination with the Chiefs and Officials, shall establish and maintain a set of operating policies to accompany these bylaws. The operating policies shall, at a minimum, spell out the duties and responsibilities of the Board, chiefs and other Club positions, establish operating policies and procedures, establish a review procedure for carrying out the grievance provision of these bylaws, and other such policies and procedures as the Board determines are needed.

ARTICLE XIII-ADOPTION

These bylaws were adopted by vote of the membership of Oregon Region, Sports Car club of America on July 22, 2009.