

BY-LAWS OF

SAGINAW VALLEY REGION
(SVR)

SPORTS CAR CLUB OF AMERICA, INC.
(SCCA)

ADOPTED SEPTEMBER 1969

AMENDED NOVEMBER 2004

ARTICLE I - The Organization

Section 1. Name

The name of the organization shall be the "Saginaw Valley Region, Sports Car Club of America, Inc." also known as "SVR" and "SCCA," respectively.

Section 2. Purpose

The purpose of SVR shall be to encourage the ownership, operations, and preservation of sports cars, to act as a source of technical information about automobiles, to provide and regulate competitive events and exhibitions for owners and drivers of sports cars, to encourage careful and skillful driving on the public highways, and to own real and personal property which is essential to the foregoing.

Section 3. Emblem

The SVR emblem shall be a front view of an MG-TD beneath which are the letters "SCCA" with both design elements mounted on the hub portion of a three-eared, knock-off hub nut over a background of a wire wheel on the tire of which is lettered "SAGINAW VALLEY REGION."

Section 4. Corporate Seal

The corporate seal of SVR shall be circular in form and inscribed with the name of the organization, 1967 (the year of its incorporation), and the word "MICHIGAN."

ARTICLE II -- Membership Dues

Section 1. Original Members

All members in good standing of the Saginaw Valley Sports Car Club, Inc. or the Sports Car Club of America, Inc. at the time of incorporation as the Saginaw Valley Region constitutes the original membership. Other than the honor of being known as "Original Members," no special privileges are due them.

Section 2. Membership

Membership in SVR shall be restricted to members of SCCA.

Section 3. Dues

The Regional annual dues are due and payable with the National annual dues. Special assessments may be established by the Executive Board at any time.

Section 4. Termination and Suspension

- A. A member may resign by letter addressed to the Secretary of SVR. This resignation shall be effective upon receipt thereof, but he/she shall forfeit all dues and fees already paid.
- B. Membership shall automatically lapse for non-payment of SVR or SCCA annual dues.
- C. The membership of any member indebted to SVR or SCCA and delinquent for more than 60 days in such indebtedness shall automatically lapse and such member shall there upon forfeit all dues and fees already paid. Membership shall be re-instated upon payment of his/her indebtedness.
- D. The SCCA Board of Directors or the SVR Executive Board may suspend a member at any time for infraction of any Club or Region rule or for any other due cause. The suspending body shall immediately notify a member so suspended, in writing, of the suspension. The suspended member shall thereafter be entitled to a reasonable opportunity to be heard in person or through a representative, by the suspending body or a committee appointed by it concerning his/her suspension. The suspending body may thereafter continue for a definite term, terminate or rescind the suspension, or it may expel the member. The SCCA Board of Directors shall be the last resort and its decision shall be final.

ARTICLE III - Meetings of the Members

Section 1. Regular Meetings

Meetings of the members of SVR shall be held at such a time and place as is chosen by the Executive Board. This will be decided at every Board Meeting and will then be published in the CHECKPOINT and will be listed on the SVR Hotline.

Section 2. Special Meetings

Special meetings of the members may be called by a majority of the Executive Board.

Section 3. Notice of Special Meetings and Elections

All members shall be advised in writing of the time and place of all special meetings and elections at least 48 hours in advance. Publication in the regular SVR news letter shall constitute due notice so long as the 48 hour requirement is met.

Section 4. Quorum

At all meetings of the members, 25% of the members in good standing shall constitute a quorum.

ARTICLE IV - Voting

Section 1. Normal Business

Voting by the membership on all actions except amendment of the Articles of Incorporation, amendment of these By-laws, and election of members of the Executive Board shall be by a majority of those voting. Voting on such normal business shall be done only when a quorum is present and only votes cast in person shall be counted. Voice votes, show of hands, or written ballots may be used at the discretion of the Regional Executive. In the absence of general membership meetings, normal business of the Club will be handled by the Executive Board.

Section 2. Amendments to Articles of Incorporation and By-laws

Voting on duly proposed amendments to the Articles of Incorporation or to these By-laws shall be by secret ballot only. Such ballots will be mailed to all members in good standing at least two weeks prior to the meeting at which they will be tallied. Only those ballots delivered to the Secretary before the tally begins shall be counted. Before adoption at least two-thirds of the members voting must vote in favor of the amendment.

Section 3. Election of Executive Board

Voting for candidates for the Executive Board shall be by secret mail ballot. If there are not enough candidates to fill the six open seats the Executive Board has the right to decide how many Elected Board Members will constitute the Executive Board for the new year.

A. General Membership Meeting Method

Nominations will be conducted at the September General Membership Meeting. Only members with SVR SCCA Region of Record are eligible for nomination. After confirmation of the nomination, a ballot is put together with all of the nominees listed. Ballots must be mailed to all members in good standing, at least two weeks prior to the October Meeting, along with a pre-addressed, postage paid return response. All SVR SCCA members, including dual members, may vote. To serve on the Executive Board the candidate must show SVR as his/her Region of Record. A member may vote for any number of candidates not to exceed the number of seats open, and the six candidates receiving the greatest number of votes shall be elected. If there are not enough candidates to fill the six open seats, the Executive Board has the right to decide how many Elected Board Members will constitute the Executive Board for the new year

B. Board Meeting Method

In the absence of General Membership Meetings, elections will be conducted by mail for both nominations and voting. The process will begin in September by mailing a solicitation packet to all members of SVR SCCA. Included in the solicitation packet will be: 1) SVR SCCA current membership list — indicating dual members and stating their Region of Record, 2) List of rules and regulations for nominating/voting procedure, and 3) Timetable for completion of the nomination/voting procedure.

September — solicitation for nominations mailed to all SVR SCCA members (including dual membership). Candidates must be nominated at or before the October Board Meeting.

Potential nominees must be confirmed -- that will be done by the R.E. (or designee) by contacting each nominee to verify that they would serve on the Executive Board if duly elected.

Ballots — must be mailed to all members in good standing at least two weeks prior to the November Board Meeting, and only those delivered to the Secretary before the tally begins at the November Board Meeting shall be counted.

Voting ~ members may vote for any number of candidates not to exceed the number of seats open, and the six candidates receiving the greatest number of votes shall be elected. If there are not enough candidates to fill the six open seats, the Executive Board has the right to decide how many elected Board Members will constitute the Executive Board for the new year.

Results — shall be tallied and announced at the November Board meeting and printed in the next scheduled CHECKPOINT publication.

ARTICLE V -- The Executive Board

Section 1. Election and Term

The Executive Board shall consist of seven members. Six members, or as provided in Article IV, Section 3, shall be elected by the membership to serve for one year, or until their successors are elected, or until they have missed a total of three non-excused meetings of the Executive Board at which time their seat shall be declared vacant, or until they have been recalled by the membership according to the procedure contained in Section 9 of this Article The member, who served as the previous year's Assistant to the Regional Executive shall become the new

Regional Executive. The member, who served as the previous year's Regional Executive, if not continuing to serve as an elected member of the Executive Board, shall serve as Member-At-Large, a non-voting board member whose meeting attendance is optional. A joint old/new Executive Board Meeting will be held in December and the new Board will assume duty on January 1 of the following year.

Section 2. Business

The Executive Board shall convene monthly open meetings to conduct the business affairs of the Region. In exceptional circumstances, special Board Meetings may be held. The Board shall publish the official minutes of each and all of its meetings in the Club publication (CHECKPOINT).

Section 3. Competition Regulations

The Competition Committees shall establish the regulations under which competitive events organized and sanctioned by the Region shall be conducted. The Chairperson of each event and the Chairperson of each type of event (rally, solo event, speed event, etc.) shall be held responsible and accountable to the Executive Board for adherence to these rules.

Section 4. Protests

The Executive Board shall have the final disposition of all protests to a decision of the chairperson of any regional non-speed event. Any member of the Executive Board who is a party to such a protest or shall benefit materially by the success or failure of a protest shall refrain from voting on same.

Section 5. Changes in Competition Regulations

Any change in rules or regulations set up by the Executive Board can be made by vote of the membership as provided in ARTICLE IV, Section 1 provided proposed changes are furnished to the Secretary in writing at least 10 days prior to the membership meeting or in the case of no membership meetings, to the Executive Board Meeting so that the Secretary may prepare sufficient copies for distribution to all parties at that meeting.

Section 6. Regional Executive

The previous year's Assistant Regional Executive shall become Regional Executive when the new Executive Board is installed. The new Executive Board will then elect an Assistant Regional Executive to serve under the Regional Executive.

Section 7. Vacancies

Vacancies on the Executive Board from whatever cause shall be filled from the candidates offered at the last election in order in which they received votes (most votes first, etc.). Should this list be exhausted without filling the existing vacancies, the vacancies shall be filled by appointment made by the remaining

members of the Board. The new Board Members shall serve the unexpired term of the vacancy.

Section 8. Quorum

A minimum of three-quarters of the Board Members will constitute a quorum of the Executive Board.

Section 9. Recall

Recall of any member of the Executive Board shall be initiated by a petition signed by at least 25% of the members, in good standing, and delivered to the Secretary at any regular meeting of the membership, or in the absence of regular meetings, at any Board Meeting. Voting on the recall shall be by secret mail ballot sent to all members, in good standing, at least two weeks before the next meeting. Only those ballots delivered to the Secretary before the tally begins at the next meeting shall be counted, and a majority of affirmative votes is necessary for recall.

Section 10. Officers

- A. The regional Executive will be the Chief Officer of the organization and member ex-officio of all its committees. He/she shall preside at all Club and Executive Board Meetings and vote only in the event of a tie. He/she will appoint committee Chairpersons and, with the approval of the Executive Board, his/her own Secretary and Treasurer who will serve at his/her pleasure.
- B. The Assistant Regional Executive will perform all the duties of the Regional Executive in his/her absence and in the event of permanent absence of the Regional Executive shall so act until the Board shall elect a successor.
- C. The Treasurer has responsibility for Club funds. He/she shall promptly pay all Club obligations. He/she shall render a complete report of Club finances at all Executive Board Meetings. An audit committee will certify the financial records at the end of the Treasurer's term of office, every two years, or at the direction of the Executive Board.
- D. The Secretary shall keep an accurate record of all Club meetings.

ARTICLE VI -- Fiscal Policy

Section 1.

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

Section 2.

All financial commitments of the Region must be approved by the Executive Board in regular meetings. Any fiscal authorization extended by any committee or representative shall be specified by the Board as to amount and purpose.

ARTICLE VII -- Personal Liability

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

ARTICLE VIII -- Amendment of Articles of Incorporation and By-laws

The Directors of the Club — or a minimum of 25% of members in good standing by written petitions submitted to the Secretary — may propose an amendment to the Articles of the Corporation or the By-laws. Upon such proposal being made, the procedure in ARTICLE IV, Section 2 shall be followed.