

# **BY-LAWS**

## **SPORTS CAR CLUB OF ST. LOUIS, INCORPORATED**

### **ARTICLE I: Name and Offices**

#### **Section 1: Name of the Organization**

The name of the organization is the Sports Car Club of St. Louis, Inc.

#### **Section 2: The Principal Office of the Club**

The principal office of the Club shall be at such place within or outside the State of Missouri as may from time to time be determined by the Board of Directors. The Club may have such other offices, in addition to its principal office, within or outside the State of Missouri as the Board of Directors may from time to time determine.

### **ARTICLE II: Number and Gender of Words**

Wherever any words are used herein in the masculine they shall be construed as though they were in the feminine in all cases where the context indicates they should so apply, and wherever any words herein are used in the singular they shall be construed as though they were used in plural in all cases where the context indicates they should so apply.

### **ARTICLE III: Non-Discrimination**

The Club will not discriminate on the basis of race, color, national origin, gender, age, disability, sexual orientation, religion, form of automotive motorsports or brand of car.

### **ARTICLE IV: Members**

#### **Section 1: Members**

Any person who is a member of the Sports Car Club of America, Inc., may be a member of the Sports Car Club of St. Louis, Inc. Members may be classified into several types of memberships from time to time by the Board of Directors.

#### **Section 2: Dues**

The Board of Directors may determine from time to time the amount of initiation fee, if any, and the amount of annual dues payable to the Club by members.

#### **Section 3: Payment of Dues**

Dues shall be payable in advance on the anniversary date of each person's membership.

#### **Section 4: Default and Termination of Membership**

Membership will automatically lapse for nonpayment and a person become not in good standing at the end of sixty (60) days after the due date for membership renewal of the current year. Only members in good standing shall be entitled to the rights, powers and privileges of membership in the Club.

### **Section 5: Honorary Members**

The Board of Directors, at a duly organized meeting, may elect honorary members by a unanimous vote of the members present. Honorary members shall be exempt from the payment of any dues and shall be entitled to all the privileges of members.

### **Section 6: Suspension and Expulsion**

A member may be suspended for a period of time or expelled for cause, such as a violation of any By-Laws or rules of the Club or of the Sports Car Club of America, Inc., or for conduct deemed by the Board of Directors to be prejudicial to the best interests of the Club. Suspension or expulsion shall be by a two-thirds vote of the Board of Directors, provided that a written statement of charges shall have been mailed to the member at his last known address at least fifteen (15) days before final action is taken thereon. Such written statement shall be accompanied by written notice of time, date and place when the Board will consider the charges. The member shall be given an opportunity to present a defense at that time.

### **Section 7: Dividends**

Subject to the Articles of Incorporation, and any applicable federal and state law, dividends may not be declared by the Board of Directors at any meeting. Liquidating dividends shall be made only when and in the manner permitted by law and in accordance with the Articles of Incorporation, these By-Laws and Section 501 (c)(4) of the Internal Revenue Code.

## **ARTICLE V: Board of Directors**

### **Section 1: General Powers, Restriction of Powers**

The property and business of the Club will be controlled and managed by a Board of nine (9) Directors. A Director must be a member of the Club. The Directors may adopt such rules and regulations for the conduct of their meetings and the management of the Club as they deem proper, provided such rules and regulations are not inconsistent with these By-Laws, the Internal Revenue Code applicable to Section 501 (c)(4) organizations or the Law of the State of Missouri.

### **Section 2: Election of Directors and Term of Office**

The four (4) officers are President (known as Regional Executive or R.E.), Vice-President (known as Assistant R.E.), Secretary and Treasurer.

There shall be nine (9) Directors, four (4) of whom shall be the officers of the Club and five (5) of whom shall be At-Large Directors. The four (4) Directors who are officers of the Club shall have two-year alternating terms with the R.E. and Secretary to be elected in even numbered years and the Assistant R.E. and Treasurer to be elected in odd-numbered years. The five (5) At-Large Directors shall have two-year alternating terms; two to be elected in odd-numbered years and three to be elected in even-numbered

years. These shall be the terms of office with the exception of Directors elected to fill unexpired terms. The procedure for election of Directors shall be as follows:

- A. The Regional Executive will appoint a nominating committee prior to July 1<sup>st</sup>.
- B. The nominating committee shall consist of a chairman and at least four (4) other Club members in good standing. The Regional Executive shall appoint the committee chairman. The nominating committee shall select at least one member of the Club for each officer position and no less than three (3) other nominees for the remaining Board positions, all of whom shall be sixteen (16) years old or older. Nominees for the four offices who are not elected are automatically nominated for the remaining At-Large positions.
- C. All members in good standing are eligible candidates for the Board. Nominees for Regional Executive (“R.E.”) shall have served at least one (1) full year on the board.
- D. The committee shall forward the names of the nominees to the Regional Executive no later than the August Board meeting. Notice to the members is to be made immediately following the September board meeting.
- E. Any ten (10) members of the Club may also nominate any qualified member 16 years or older in good standing for any of the four offices or Board vacancies by submitting such names in writing to the Secretary by September 30.
- F. No later than October 15<sup>th</sup>, the secretary shall notify the membership, in accordance with Article VII, Section 4 of the election procedure and the names of the nominees for the four offices of the club and each board vacancy. An absentee ballot shall be included. The notification may take the form of a link to an online voting service. Those members without any electronic access may obtain a ballot from the club office upon application, either written or in person. Absentee ballots shall be returned to the secretary or a designated board member who is not a candidate in the election no later than five (5) days before the election. (Passed July 20, 2015)
- G. Offices and Board vacancies shall be elected by a plurality of the quorum of the absentee ballots, online ballots and members present at the November membership meeting each year.
- H. The order of election shall be Regional Executive, Assistant Regional Executive, Secretary, Treasurer and At-Large Directors.
- I. The results of this election will be announced at the Club’s November membership meeting and shall appear in the next succeeding issue of the Club’s official publication.
- J. A member may serve no more than six (6) consecutive terms on the Board.
- K. The terms of the newly elected Directors shall begin at the end of the annual meeting.
- L. There shall be an election manual maintained by the Secretary, which shall include: The full and official results of each election, a list of nominees, examples of ballots, and procedural details of the election process.

### **Section 3: Board Meetings**

The Board of Directors shall meet for transaction of any business coming before them on the second Monday of each calendar month at 7 p.m., or at such other time as may be designated by the Board. Failure to hold the Board meeting at the designated time shall not work a forfeiture or dissolution of the Club nor shall it otherwise invalidate any action taken. All meetings of the Board of Directors shall be held at the principal office of the Club or at such other place within or outside the State of Missouri as the Board of Directors shall have determined and as shall be stated in notice, if any, of such meeting. The December meeting of the Board of Directors shall be a joint meeting of the outgoing Board of Directors and the newly elected Board of Directors; provided, that the terms of office of newly elected Directors shall begin as provided in Article V, Section 2K.

#### **Section 4: Notice of Board Meeting**

Notice of a Board meeting shall be given to each Director and published for the general membership in the same manner as for a meeting of the members (Article VII, Section 4). Board meetings may be held at such times and places either within or outside the State of Missouri as shall from time to time be fixed by resolution and adopted by vote of the Board of Directors. Any business may be transacted at a Board meeting. The Regional Executive may call special meetings of the Board. The place of such meeting may be within or outside the State of Missouri as designated in the notice of such special meeting. Notice of a special meeting shall be given to each Director in a timely fashion.

#### **Section 5: Waiver of Notice**

Whenever any notice is required to be given to any Director under the provisions of these By-Laws, or any law, such notice may be deemed waived by attendance of a Director at any meeting which shall constitute a waiver of notice of such meeting, except where a Director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

#### **Section 6: Meeting by Telephone or Similar Communications Equipment**

Unless otherwise restricted by these By-Laws or By-Law, members of the Board of Directors of the Club or any committee designated by such Board may participate in a meeting of such Board or committee by means of telephone or similar communications equipment, whereby all persons participating in the meeting can hear each other, and participation in a meeting in such manner shall constitute presence in person at such meeting, or waiver of notice thereof.

#### **Section 7: Action of the Board of Directors Without a Meeting**

Any action which is required to be or may be taken without a meeting of the Board of Directors may be taken without a meeting if consents in writing, setting forth the action so taken, are signed by all the Directors. Alternatively, the Secretary may state in the minutes record or include a document that all Directors consent. The consents shall have the same force and effect as a unanimous vote of the Directors at a meeting duly held and may be stated as such in any record or document. The Secretary of the Club shall file the consents with the minutes of the next scheduled meeting of the Board of Directors.

#### **Section 8: Quorum**

At all meetings of the Board, a majority of the existing Board of Directors shall, unless a greater number as to any particular matter is required by statute or by these By-Laws, constitute a quorum for the transaction of business. The act of the majority of the Directors present at any meeting at which there is a

quorum, except as may be otherwise specifically provided by statute or these By-Laws, shall be the act of the Board of Directors.

### **Section 9: Vacancies**

Any vacancy occurring in the Board of Directors by death, resignation, or otherwise shall be filled by a majority vote of the remaining Directors at a special meeting which shall be called for that purpose or at the next Board meeting, giving due consideration to the members for whom ballots were cast in the last election and to other members. The Director thus chosen shall hold office for the balance of the unexpired term. If an insufficient number of Directors remain to call and conduct a meeting to fill a vacancy, then the Regional Executive shall call a special meeting of the members within five (5) days after the occurrence of the vacancy or as soon thereafter as may be practical, to elect the requisite number of Directors to fill each vacancy for the unexpired terms of the predecessor until the election and qualification of the successor.

### **Section 10: Executive Committee**

The Board of Directors may, by resolution or resolutions adopted by the majority of the whole Board of Directors, designate an executive committee. Such committee shall have and may exercise all of the authority of the Board of Directors in the management of the Club; provided, however, that the designation of such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed upon it or him by law. The executive committee shall keep regular minutes of its proceedings, which minutes shall be recorded in the minute book of the Club. The Secretary or an Assistant Secretary of the Club may act as secretary for the committee if the committee so requests.

### **Section 11: Ex-Officio Members**

The immediate past Regional Executive of the Club shall be an Ex-Officio member of the Board of Directors for a two year term following the expiration of his term as Regional Executive, if he does not otherwise serve on the Board. The immediate past Regional Executive serving on the Board Ex-Officio shall be entitled to vote, but not hold office.

### **Section 12: Directors Emeritus**

The Board may elect Directors Emeritus to serve at the pleasure of the Board on an annual basis. Each Director Emeritus shall not be entitled to vote or hold office.

### **Section 13: Removal of Directors**

Any Board member failing to attend three (3) or more Board meetings during the period of his term may be considered for removal by the remainder of the Board of Directors.

### **Section 14: Financial Approval Levels**

The Board of Directors shall, each January, set the spending approval levels of the Regional Executive and the Executive Committee. If the Board of Directors takes no action, the approval levels shall remain, as they were the previous year.

## **ARTICLE VI: Officers**

### **Section 1: Qualifications and Duties of Officers, Assistants, and Agents**

The Board of Directors may appoint such number of Assistant Secretaries, Assistant Treasurers, and such other assistants as the Board of Directors may from time to time deem necessary. Each officer must be a member in good standing. The Board from time to time may also appoint such other agents to the Club as shall be necessary and appropriate, each of whom shall serve at the pleasure of the Board for such period as the Board may specify, and shall exercise such powers, have such titles and perform such duties and shall be determined from time to time by the Board or by an officer empowered by the Board to make such determination.

### **Section 2: Term of Office**

The officers shall hold their respective offices for the term of two (2) years or until their respective successors have been duly appointed and qualified, unless sooner removed as hereinafter provided. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

### **Section 3: Removal of Officers**

Any officer may be removed with cause by the majority vote of the Board of Directors. The Board of Directors may remove any officer, assistant, or agent appointed by the Board of Directors whenever in the judgment of the Board the best interest of the Club will be served thereby.

### **Section 4: Nomination and Election of Officers**

The officers of the Club shall be selected by the method specified.

### **Section 5: Duties of Officers**

#### **REGIONAL EXECUTIVE**

- A. The Regional Executive shall preside at all meetings of the Board of Directors, officers and members.
- B. He shall report at each meeting of the members and Directors on the condition of the Club.
- C. He shall call meetings of the members and Directors in accordance with requirements of the law and these By-Laws.
- D. He shall appoint and discharge necessary and appropriate positions and committees.
- E. He shall sign and execute, together with the Treasurer, all contracts in the name of the Club, and all notes and drafts. The Regional Executive or Treasurer may execute checks on behalf of the Club.
- F. He shall perform or cause to be performed all duties assigned or delegated to him by the Sports Car Club of America, Inc.

- G. He shall cause all books, reports, statements and other certificates and records to be kept and filed as required by law.
- H. He shall enforce these By-Laws and perform all duties incident to his office and which the law requires, and generally he shall supervise and control the corporate activities and affairs of the Club.
- I. He shall have such other and further duties and authority as may be prescribed elsewhere in these By-Laws or from time to time by the Board of Directors.

### **ASSISTANT REGIONAL EXECUTIVE**

In the absence or incapacity of the Regional Executive, the Assistant Regional Executive shall perform all the duties of the Regional Executive, unless some other officer is designated by the Board of Directors to perform such duties. The Assistant Regional Executive shall perform such other duties as may from time to time be prescribed by the Board of Directors or by the Regional Executive.

### **SECRETARY**

- A. In the absence of the Regional Executive and the Assistant Regional Executive, the Secretary performs all the duties of the Regional Executive, unless some other officer is designated by the Board of Directors to perform such duties.
- B. The Secretary shall keep the minutes of the meetings of the Board of Directors, Executive Committee, annual meeting and membership meetings in appropriate books.
- C. He shall send out all required notices.
- D. He shall be the custodian of the records of the Club, or at such place as he shall select, subject to approval of the Board of Directors, a person, firm or corporation to be the custodian of the records of the Club.
- E. He shall keep at the principal office of the Club, or at such place as he shall select, subject to approval by the Regional Executive, books or records containing the names, alphabetically arranged, of all persons who are members of the Club, showing their places of residence. He shall keep a book or record of the minutes of the membership, Annual, Executive Committee and the Board of Directors' meetings available to members.
- F. He shall attend to all correspondence and present to the Board of Directors at its meeting all official communications received by him.
- G. He shall perform all the duties incident to the office of Secretary of the Club.

### **TREASURER**

- A. The Treasurer shall have the care and custody of and be responsible for all the funds of the Club and shall deposit such funds in the name of the Club in such banks, safe deposit companies, or investments as the Board of Directors may designate.
- B. He shall keep at the principal office of the Club, or with persons, firms and corporations designated by the Board of Directors, accurate books of account of all its business transactions and shall

at all reasonable hours exhibit books and accounts to any Director upon application to the office of the corporation during business hours.

C. He shall render a report of the conditions of the finances of the Club at each meeting of the Board of Directors and at such other times as shall be required of him, and he shall make a full financial report at the annual meeting.

D. Any assistant to the Treasurer, in the absence of or incapacity of the Treasurer, may perform the duties and exercise the powers of the Treasurer, and shall perform such other duties as the Board of Directors may from time to time prescribe.

E. He shall further perform all duties incident to the office of the Treasurer of the Club.

## **AT-LARGE DIRECTORS**

At-Large Directors in, addition to their duties as board members, and other assistants/agents shall perform such duties and have such other powers as may be assigned to them by the Board of Directors. All vacancies in any office shall be filled by the Board of Directors, either at a Board meeting or a meeting specially called for that purpose.

## **ARTICLE VII: Meetings**

### **Section 1: Annual Meeting**

An annual meeting of the members of the Club for the transaction of such business as may properly come before the meeting shall be held on the third Monday in November of each calendar year, following the conclusion of the regularly scheduled meeting of the members. Failure to hold an annual meeting at the designated time shall not work a forfeiture or dissolution of the Club nor shall it otherwise invalidate any action taken at such meeting. All meetings of the members shall be held at the principal office of the Club or at such other place within or outside the State of Missouri as the Board of Directors shall have determined and as shall be stated in notice, if any, of such meeting.

### **Section 2: Membership Meetings**

Membership meetings for the members shall be held at such time and place as the Board of Directors shall determine from time to time. Failure to hold a meeting at the designated time shall not work a forfeiture or dissolution of the Club nor shall it otherwise invalidate any action taken. All meetings of the members shall be held at the principal office of the Club or at such other place within or outside the State of Missouri as the Board of Directors shall have determined and as shall be stated in notice, if any, of such meeting.

### **Section 3: Special Meetings**

Special meetings of the members may be held for any purpose or purposes and may be called by a majority of the Board of Directors or by the Regional Executive upon the written request of not less than ten percent (10%) of all members. Special meetings shall be held at the principal office of the corporation or at such other place within or outside the State of Missouri as shall be designated in the notice of such special meetings.

#### **Section 4: Notice of Meetings**

A written or printed notice stating the place, day, hour and purpose of any meeting of the members, including special meetings, shall be given by the Secretary not less than ten (10) days or more than fifty (50) days before such meeting to each member entitled to vote at such meeting, by various means, including but not limited to, mailings, publications, or electronic communication technology, to the address appearing in the records of the Club. Attendance of the member in person at any meeting shall constitute a waiver of notice of such meeting, except where the member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened. (Passed July 20, 2015)

#### **Section 5: Waiver of Notice**

Whenever any notice is required to be given under the provisions of the By-Laws or any law, which notice shall be deemed waived by attendance of a quorum to transact business and the failure of any member entitled to vote at such meeting to file with the Secretary an objection prior to such meeting to holding the meeting.

#### **Section 6: Organization of Meetings**

Every meeting of the members, for whatever purpose shall be convened by the Regional Executive, or by the officer or any of the persons who call the meeting by notice in the form and manner prescribed herein. Unless others are elected as officers of a meeting, the Regional Executive and Secretary of the Club shall act as presiding officer and secretary, respectively, of such meeting.

#### **Section 7: Business That May Be Transacted at Annual Meetings**

At each annual meeting of the members, the members may transact such business as may be desired, including business not specified in the notice of the meeting, unless consideration of such other business, without it having been specified in the notice of the meeting, is prohibited by law.

#### **Section 8: Business That May be Transacted at Special Meetings**

Business transactions at a special meeting shall be limited to the purposes stated in the notice of such meeting.

#### **Section 9: Quorum**

The members in attendance at a meeting that meets the notice of requirement of Article VII, Section 4, shall constitute a quorum.

#### **Section 10: Proxy Votes**

Proxy votes shall not be permitted.

#### **Section 11: Absentee Ballots**

Absentee ballots are permitted and shall be submitted to the secretary as provided in Article V, Section 2.F. The Board of Directors shall make such provisions to protect the integrity of absentee ballots as it shall deem necessary or proper.

## **Section 12: Voting**

In voting on all matters, each member sixteen (16) years old or older and in good standing shall be entitled to vote on each matter submitted for vote at any meeting of the members. Every decision of the majority of a quorum shall be valid as a Club act unless the Internal Revenue Code, the laws of the State of Missouri, or these By-Laws require a larger vote.

## **Section 13: List of Members**

A complete list of the members of the Club entitled to vote at each meeting of the members, arranged in alphabetical order, shall be prepared or caused to be prepared by the officer of the Club having charge of the books of the Club.

## **ARTICLE VIII: Indemnification**

Each person who is or was a Director or officer of the Club, including the heirs, executors, administrators of estate of such person, shall be indemnified by the Club as of right to the fullest extent permitted or authorized by the Laws of the State of Missouri, as now in effect and hereafter amended, against any liability, judgment, fine, amount paid in settlement, costs or expense (including attorney's fees) asserted or threatened against and incurred by such person in his capacity as or arising out of his status as a Director or officer of the Club. The indemnification provided this By-Law provision shall not be exclusive of any other rights to which those indemnified may be entitled under any other By-Law or under any agreement, and shall not limit in any way any right which the Club may have to make different or further indemnification with respect to the same or different persons or classes of persons.

## **ARTICLE IX: Fiscal Year**

The Board of Directors shall have the power to fix and from time to time change the fiscal year of the Club. In the absence of or action by the Board of Directors, however, the fiscal year of the Club shall end each year on the date which the Club treated as the closing of its fiscal year, until such time, if any, as the fiscal year shall be changed by the Board of Directors.

## **ARTICLE X: Waiver of Notice**

Whenever any notice whatsoever is required to be given under the provisions of the Laws of the State of Missouri or under the provisions of these By-Laws, such notice shall be deemed waived by the attendance of a quorum to transact business and the failure of any member entitled to vote at such meeting to file with the Secretary an objection prior to such meeting to holding the meeting.

## **ARTICLE XI: Amendment of By-Laws**

The Board of Directors may propose, or 20% of the members in good standing may propose to the Board of Directors which shall then make such proposal, that the By-Laws be altered, amended, repealed or added to by the affirmative vote of the members at an annual meeting or at a special meeting called for that purpose, provided that a notice in accordance with Article II, Section 4 shall have been sent to each member of record entitled to vote at such meeting at his last known contact address at least ten (10) days before the date of such membership or special meeting, which notice shall state the alterations, amendments, additions or changes which are proposed to be made in such By-Laws. The notification

may take the form of a link to an online voting service. Those members without any electronic access may obtain a ballot from the club office upon application, either written or in person. By-Laws may be also altered, amended, repealed, or added to by mail-in or electronic ballot. A description of By-Laws changes and ballots must be mailed or sent via electronic communication technology at least ten (10) days prior to a membership meeting, annual meeting or a special meeting and postmark on returned absentee ballots cannot be less than five (5) days before said meeting. Ballots must plainly show the latest acceptable return postmark or date to be delivered to the secretary. Only such changes shall be made as have been specified in the notice by the Board of Directors. The By-Laws may be altered, amended, repealed, or new By-Laws adopted only upon the affirmative vote of two-thirds (2/3) of a quorum of the members. (Passed July 20, 2015)

## **ARTICLE XII: Earnings and Dissolution**

No part of the net earnings of the Club shall insure to the benefit of, or be distributable to, its members, officers, Board of Directors, or other private persons, except that, subject to the Conflict of Interest Policy of the Club shall, be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of purposes of the Club set forth in the Articles of Incorporation.

In the event the Club dissolves, after paying or making provisions for the payment of all liabilities of the corporation, the Board of Directors shall dispose of all of the remaining assets, if any, of the Club, exclusively for the purposes of the Club, in such manner, to such other organization or organizations organized and operated exclusively for such purposes or for charitable, education or religious purposes, as shall at the time qualify as an exempt organization or organizations under Section 501 (c)(4) of the Internal Revenue Code of 1986, as amended.

## **ARTICLE XIII: Propaganda and Legislation**

No substantial part of the activities of the Club shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Club shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provisions of the Article of Incorporation of these By-Laws, the Club shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal Income Tax under Section 501 (c) of the Internal Revenue Code of 1986, as amended, or (b) by a corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1954 as amended.