

BYLAWS OF Phoenix AZ Solo Region, Sports Car Club of America, Incorporated (Effective Oct 4, 2021)

SECTION 1: NAME, OFFICE, CORPORATE SEAL AND PURPOSE

1.1 Name

The name of the Corporation is the Phoenix AZ Solo Region, Sports Car Club of America, Incorporated (hereinafter referred to as the Region or Corporation), a chartered region of the Sports Car Club of America, Incorporated.

1.2 Principal Office

The Region shall maintain a principal office in Arizona. The Corporation may maintain offices and transact business at any place designated by the Board of Directors.

1.3 Corporate Seal

A corporate seal is not required on any instrument executed for the Corporation. If a corporate seal is used, it shall be either a circle having on its circumference "Phoenix AZ Solo Region, Sports Car Club of America, Incorporated." and in the center "Incorporated 2021 Arizona," or a circle having on its circumference the words "Corporate Seal".

1.4 Purpose

The purposes of the Region, are 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 sponsor sport car activities, races exhibitions and social events for the enjoyment of its member and/or the general public, but not for profit; to buy, sell, lease, own, mortgage, encumber and otherwise deal in property, real, personal and mixed, for purposes incidental to the foregoing purposes, and to do all things necessary or appropriate in the furtherance of the foregoing purposes.

The Region shall encourage the preservation, ownership and operation of sports cars and other related automobiles and vehicles; act as a source of technical information; establish rules and regulations governing all activities of the Region consistent with the rules and regulations of the Sports Car Club of America, Incorporated; provide and regulate events and exhibitions for sports cars and other related automobiles and vehicles and their owners; encourage safe, careful and skillful driving on public highways; and assist and cooperate with the Sports Car of America, Incorporated, in furthering the foregoing.

SECTION 2: MEMBERS

2.1 Classes and Qualifications of Members.

Membership in the Phoenix AZ Solo Region shall be open to all individuals interested in the purposes of the Region. Members of the Region will be hereinafter referred to as Members. Membership categories shall include those types of memberships defined by the Sports Car Club of America, Incorporated that are required, and Dual members. Temporary and Associate members, and Dual members whose region of record is other than the Region, shall not have voting privileges and cannot hold office in the Region.

2.2 Admission of Members.

Membership in the Region shall be open to members in good standing of the Sports Car Club of America, Incorporated who agree with the general objectives of the Club and are willing to demonstrate their enthusiasm by participation in Club activities or projects.

2.3 Other Rights of Members.

All Members may attend any and all membership meetings and events of the Region and participate (subject to the licensing requirements of the General Competition Rules of SCCA, Inc., the SCCA Solo and Rally rules, and the SCCA Operations Manual) in any and all events sponsored or sanctioned by the Region. All Members over the age of 18 shall be eligible to hold elective office and vote in Board elections.

2.4 Membership Dues.

Annual regional dues for each class of membership, as defined by SCCA National Policy (SCCA Operations Manual), shall be determined from time to time by a three-quarters vote of the Board of Directors. Dues are payable during the anniversary month of the initial payment.

2.5 Duties of Members.

All Members of this Region must also maintain their membership in good standing in the Sports Car Club of America, Incorporated. Any member in good standing of Sports Car Club of America, Incorporated and any other SCCA Region may become a member of this Region by filing the appropriate application. All Members of this Region shall meet all financial obligations promptly and by their application for an acceptance of membership agree to abide by these Bylaws.

2.6 Suspension and Removal.

Any Member who forfeits, for any reason, membership in the SCCA, Inc. shall automatically lose all rights and privileges as a Member of this Region. In addition, any Member, regardless of good standing as a member of SCCA, Inc., may be expelled from this Region for infraction of rules or for any other causes as are determined sufficient by a unanimous vote of a quorum at any meeting of the Board of Directors. Fifteen (15) days' notice in writing shall be given to a Member of any charges and the Member shall be provided an opportunity to be heard on any charge, either in person or in writing, at the noticed meeting of the Board of Directors and before the vote is taken by the Board of Directors.

SECTION 3: MEETINGS OF THE MEMBERSHIP AND VOTING

3.1 Annual Meetings.

The Corporation shall hold annual meetings of Members in November on a date designated by the Board of Directors. At the annual meeting, the results of the elections for the next year' Board of Directors will be announced, the next years' Board will elect the officers for the following year, and the current year Board may transact any other business properly brought before the meeting. The Annual Meeting is also a Regular Meeting.

3.2 Special Meetings.

The Regional Executive may and the Regional Executive or the Secretary shall, on written request of a majority of the Board of Directors or of members holding a majority of the outstanding votes of membership of the corporation, call special meetings of the Members, for any purpose or purposes unless otherwise prescribed by statutes. The written request and the notice of the special meeting shall state the purposes of the meeting and the business transacted at the meeting shall be limited to purposes stated in the notice.

3.3 Time and Place of Meetings.

The Board of Directors, the Regional Executive, or the Secretary shall fix the time and place of all meetings of Members.

3.4 Voting.

Each voting Member is entitled to one vote, in person or by proxy. Members entitled to vote at the meeting shall include only Regular and Family Members in good standing and shall be determined as of 4:00pm on the business day before the meeting. No proxy shall be voted or acted upon after fifty days from its date.

3.5 Notice of Meetings.

The Corporation shall give written notice of annual and special meetings of the Members, stating the place, date, hour, and in the case of special meetings, the purposes of the meetings, to each Member entitled to vote at the meeting not less than ten nor more than fifty days before the meeting. Notices shall be considered given to each Member if the meeting schedule is included in the Corporation's web site and the notice is distributed via email to

those Members for whom email addresses are available in the timeframe identified in the first sentence of this section.

3.6 List of Members.

The Corporation shall prepare an alphabetical list of the Members entitled to vote at each meeting, showing the name and address of each member entitled to vote. The list shall be available at the meeting and may then be inspected by any Member.

3.7 Quorum and Adjournment.

Ten percent (10) of the Members in good standing entitled to vote at any meeting of the members, present in person or by proxy, shall constitute a quorum for the transaction of business except as otherwise provided by statute. If a quorum is not present at any meeting, the Members present may adjourn the meeting. After the adjournment, a new record date shall be fixed for the adjourned meeting; the Corporation shall give a notice of the adjourned meeting to each Member entitled to vote at the meeting, per the requirements of 3.5.

3.8 Majority Required.

When a quorum is present at any meeting, the vote of the holders of a majority of the voting power present and voting shall decide any question brought before the meeting, unless an express provision of a statute or of the Articles of Incorporation requires a different vote.

3.9 Waiver of Notice.

Attendance of a Member at a meeting shall constitute waiver of notice unless the Member objects at the commencement of the meeting that the meeting is not lawfully called or convened. Any Member may waive notice of a meeting or Members by executing a written waiver of notice.

SECTION 4: DIRECTORS

4.1 Number and Election.

The Board of Directors shall consist of the following 4 positions:

- Four Directors/Officers – Director/Regional Executive/President, Director/Assistant Regional Executive/Vice President, Director/Secretary and Director/Treasurer all elected by the membership.

Except as provided in these Bylaws for the filling of vacancies, the Members shall elect Directors/Officers for one-year terms. Directors cannot be related by blood, marriage/domestic partner relationship or live in the same household. Each Director shall hold office until a successor is elected and qualifies, or until he or she resigns or is removed. There is no limit to the number of terms an individual may serve on the Board of Directors in any capacity. All Members of the Phoenix AZ Solo Region Board must be members in good standing both in the Sports Car Club of America, Incorporated and in the Corporation, must show Phoenix AZ Solo Region as their Region of Record and have participated/worked at 4 Phoenix AZ Solo Region SCCA sanctioned events (including any Arizona Region SCCA sanctioned autocross events but only those prior to January 2022) in the prior two years.

4.2 Election Process.

4.2.1 A Nomination Committee, consisting of no fewer than one Member, shall be appointed by the Board of Directors on or before the regular meeting of the Board of Directors in September. No Member of the Nomination Committee may become a candidate in the election for which this Committee is appointed. The Nomination Committee's duties shall include the following:

- Canvas the membership to seek those Members who are interested in serving as director/officer or for other positions necessary for the operation of the Corporation;
- Verify that those Members are qualified, in good standing, and show Phoenix AZ Solo Region as their Region of Record;
- Fill the election slate for open positions on the Board of Director/Officer, and various offices/committees.

4.2.2 Official nominating petitions shall be made available to all Members from any Member of the Nomination Committee, or any member of the Board of Directors. Any Member in good standing may submit nominating petitions; petitions must be signed by 10 Phoenix AZ Solo Region members in good standing and must show their membership numbers. Forms may also be e-signed and/or electronically submitted. Properly completed petitions shall be submitted to any member of the Nomination Committee no later than the end of September. Each person nominated by a properly completed and submitted petition shall have his or her name included on the ballot if he or she agrees to serve if elected.

4.2.3 If the number of candidates do not exceed the number of open positions, no election will be held, a "white" ballot will be declared, and the candidates will automatically be elected as Directors.

4.2.4 If the number of candidates exceed the number of open positions, an election slate of open positions shall be submitted to the Board of Directors by the first of October. The official ballot and a biographical sheet with a brief statement by each candidate, if provided by the candidate, shall be posted on the official Club web site. Ballots may be provided to the membership electronically, US Mail, or any other document carrier. All ballots must be submitted electronically or postmarked no later than 7 days before the November Annual Meeting.

4.2.5 Upon presenting their slate of candidates, the Nomination Committee, without further action, becomes the Election Committee. The Election Committee shall publish, post, receive, and tabulate all ballots in accordance with these Bylaws and shall announce the election results at the Annual meeting. All ballots will be held in confidence by the Chairperson of the Election Committee for six months and then destroyed or deleted.

4.3 Vacancies.

A majority of the elected Directors then in office, though less than a quorum, or a sole remaining Director may fill vacancies and newly created Directorships. A Director appointed to fill a vacancy shall serve for the unexpired term of his predecessor in office. Three consecutive unexcused absences from the regularly scheduled Board of Directors meetings shall permit the Board of Directors to declare a position vacant. All vacancies may be filled via an electronic mail vote or at the next regularly scheduled meeting of the Board of Directors.

4.4 Powers.

The Board of Directors shall manage the business of the Corporation and may exercise all powers of the Corporation and do all lawful acts and things permitted by statute or by the Articles of Incorporation.

4.5 Place of Meetings.

The Board of Directors of the Corporation will hold its regular meetings within the state of Arizona, but may hold meetings anyplace or via conference calls or any other electronic means.

4.6 Regular Meetings.

The Board of Directors shall hold regular meetings at the times and places determined by the Board of Directors.

4.7 Special Meetings.

The Regional Executive or the Secretary may, and on written request of two Directors shall call special meetings of the Board of Directors on not less than one day's notice to each Director personally or by telegram, telephone, FAX, or email, or on not less than five days' notice to each Director by mail. The Board may not elect officers or fill open Directorships in a Special Board of Director's Meeting.

4.8 Quorum.

Except as otherwise specifically provided by statute or by the Articles of Incorporation, a majority of the members of the Board of Directors then in office shall constitute a quorum of the Board of Directors. The concurrence of a majority of those present and voting shall be sufficient to conduct the business of the Board. If a quorum is not present, the Directors present may adjourn the meeting. After the adjournment, a new record date shall be fixed for the adjourned meeting. The Corporation shall give a notice of the adjourned meeting, per the requirements of 3.5.

4.9 Action Without Meeting.

The only action the Board of Directors may take without a meeting is to approve the Minutes of a Regular Meeting electronically. Approval of Minutes requires a majority vote in favor. Other actions may be taken by the Board of Directors electronically provided all Directors show consent by emailing their reply to all other members of the Board.

4.10 Waiver of Notice.

Attendance of a Director at a meeting shall constitute waiver of notice unless the Director objects at the commencement of the meeting that the meeting is not lawfully called or convened. Any Director may waive notice of any meeting by executing a written waiver of notice.

4.11 Compensation.

Directors shall not receive any salary or fee for their services as Directors. Directors are eligible for any awards/recognitions that other Members may receive. Directors can receive discounts from event registration fees, any such discounts will be disclosed to other Members. Directors can receive de minimis award/recognitions for their services as Directors.

4.12 Recall of a Director.

Upon the written petition, submitted to the Secretary, or not less than ten percent (10%) of Members in good standing, stating the reason for removing any officer or Director of the Region, an officer or Director may be removed from office with or without cause by a vote of the majority of the membership voting at a special election held for that purpose. Upon receiving a recall petition, the Secretary shall include notice of the same in the announcement of the next business meeting and the person involved shall be given an opportunity to be heard at that meeting. Within ten (10) days after that meeting, the Secretary shall mail or email to each Member in good standing the petition stating the reason for removing the officer or Director of the Region, and a response if provided by the person involved, and a ballot allowing the Members to vote for or against the recall of the person involved. Ballots shall exhibit the voting procedure and return mailing address to the Secretary and shall exhibit a return postmark no later than thirty days following the above business meeting. Ballots may also be returned to the Secretary electronically, provide they are received no later than thirty days after the meeting in question. The Secretary shall report the results of such a recall at the next regular meeting of the Board of Directors. A person shall be removed only if a majority of the eligible Members voting cast ballots in favor of removal. All ballots will be held in confidence by the Secretary for six months and then destroyed or deleted.

4.13 Conflict of Interest.

No officer or member of the Board of Directors shall serve as an officer or chairman of similar groups or clubs doing business with or collaborating with or competing with the Phoenix AZ Solo Region, or the Sports Car Club of America, Incorporated. Additionally, in all matters that affect their personal business interests, officers or Directors shall disqualify themselves from discussion and voting.

4.14 Resignation.

Any officer or Director may resign at any time by giving written notice to the Regional Executive or Secretary.

4.15 Contracts.

The Board of Directors may authorize in writing any officer or officers, agent or agents of the Corporation, in addition to the officers authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation and such authority may be general or confined to specific instances.

4.16 Checks, Drafts, Etc.

All checks, drafts or other orders for the payment of money, notes or other evidences of the indebtedness issued in the name of the Region shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as if from time to time determined by the resolution of the Board of Directors. In the absence of determination by the Board of Directors, such instruments shall be signed by the Treasurer or the Regional Executive.

4.17 Gifts.

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or device for the general purposes or for any special purposes of the Phoenix AZ Solo Region.

SECTION 5: OFFICERS

5.1 Appointment of Officers.

The Board of Directors may appoint such other Officers, Chairs, and agents as it deems necessary or appropriate. All Officers of the Sports Car Club of America, Incorporated for the Phoenix AZ Solo Region, whether elected or appointed shall be Officers of the Phoenix AZ Solo Region.

5.2 Tenure and Duties of Officers.

Elected Officers shall exercise the powers and perform the duties defined by these Bylaws and as determined from time to time by the Board of Directors. The normal term of office is one year; however, there is no limit to the number of terms an individual may hold office.

5.3 Compensation.

Officers shall not receive any salary or fee for their services as officers. Officers, and Officers who are not Directors, are eligible for any awards/recognitions that other Members may receive. Officers, and Officers who are not Directors, can receive discounts from event registration fees, any such discounts will be disclosed to other Members. Officers, and Officers who are not Directors, can receive de minimis award/recognitions for their services as Officers.

5.4 Vacancies.

The Board of Directors may fill at any time a vacancy in any office because of death, resignation, removal, disqualification, or otherwise, except that the elected Directors shall fill any vacancy in the offices of Regional Executive, Assistant Regional Executive, Secretary, and Treasurer.

5.5 Regional Executive.

The Regional Executive shall be deemed to be the President of the Corporation, shall preside at the meetings of members and Directors, with the right to vote. The Regional Executive shall also call and conduct all regular and special meetings of the members and the Board of Directors in accordance with these Bylaws, serve as ex officio member of all committees, be responsible for the orderly conduct of the Corporation's business, and act as the spokesperson for the Club for all official relationships with those organizations or people with whom the Club comes in contact.

5.6 Assistant Regional Executive

The Assistant Regional Executive, shall be deemed as Vice-President of the Corporation, shall have all the powers and perform all the duties of the Regional Executive if the Regional Executive is temporarily absent or unable to act, with the right to vote. The Assistant Regional Executive shall also observe the activities of the various competition committees, and coordinate the Board liaisons to these committees. The Assistant Regional Executive shall succeed to the office of Regional Executive in the event the office of Regional Executive becomes vacant during the course of the term and complete the balance of the term. The Assistant Regional Executive shall carry out other duties as may be delegated by the Board of Directors.

5.7 Secretary

The Secretary shall keep, or cause to be kept, minutes of all meetings of the members, Board of Directors, and committees, with the right to vote. The Secretary, together with the Regional Executive, shall establish an agenda for each regular meeting of the Board of Directors. The Secretary is the custodian of the corporate seal, if any, and shall affix it to documents when necessary or appropriate. The Secretary shall give, or cause to be given, required notices of all meetings of the members or Board of Directors. The Secretary shall have custody, except for the books of account, of the books and records of the Corporation, and in general shall perform all the duties incident to the office of Secretary of a Corporation and such other duties as may be assigned by the Board of Directors. The Secretary is required to electronically distribute draft minutes of regular meetings no later than one week following each one. Following approval, the Board of Directors Minutes shall be posted to the Region's web site.

5.8 Treasurer.

The Treasurer shall have custody of the funds and securities of the Corporation and the books of account, with the right to vote. The Treasurer shall see to the deposit of the funds of the Corporation in the bank or banks the Board of Directors designates. The Treasurer shall render financial statements, including the annual report and

all government reports, to the Regional Executive and to all Directors at proper times. The Treasurer shall keep the books and records in accordance with tax exempt organizations' accounting principles. The books and records shall be kept using generally accepted accounting principles or generally accepted tax accounting principles. The Treasurer shall assume responsibility for timely filing of all required financial reports. The Treasurer shall always file IRS Form 990 even if it is not required for the current term. Each outgoing Treasurer shall aid and assist in the preparation of required financial reports for the fiscal year completed during his or her term. The Treasurer shall provide or cause to be provided an annual report of finances at the annual meeting, to include a balance sheet and support revenue over expenses statement.

SECTION 6: COMMITTEES

6.1 Committees.

The Board of Directors shall establish or abolish regular and special committees as needed. The resolution establishing a regular or special committee shall set forth its powers and duties. Each regular or special committee shall adopt rules and procedures consistent with these Bylaws and with rules adopted by the Board of Directors. Each regular and special committee shall submit its budget for the upcoming fiscal year as directed by the Board of Directors.

6.2 Minutes of Committee Meetings.

The Chairperson of each regular or special committee designated by the Board of Directors shall keep, or cause to be kept, minutes of meetings of such committee, and shall file the minutes with the Secretary of the Corporation. These minutes shall be posted on the Region's web site.

6.3 Committee Membership.

The chairpersons and membership of each regular or special committee shall be appointed or approved by the Board of Directors. Each committee member will bring to the committee the degree of competence needed to carry out the intended job. The Assistant Regional Executive will have oversight regarding the individuals named as chairperson and members for the various competition committees.

SECTION 7: INDEMNIFICATION OF DIRECTORS AND OFFICERS

7.1 Indemnification.

Except as provided in these Bylaws, the Corporation shall hold harmless and indemnify each of its Directors and officers ("indemnitee") against any and all liability and expenses incurred by indemnitee in connection with any threatened or actual proceeding or legal action resulting from indemnitee's service to the Corporation or to another entity at Corporation's request in accordance with A.R.S. Sections 10-3850 through 10-3858.

7.2 Exclusions.

Except insofar as permitted by law, the Corporation shall not indemnify indemnitee for acts listed in A.R.S. Section 10-3851 D.1 and D.2.

7.3 Procedure.

Indemnitee shall notify Corporation promptly of the threat or commencement of any proceeding or legal action with respect to which indemnitee intends to seek indemnification. Corporation shall be entitled to assume indemnitee's defense with counsel reasonably satisfactory to indemnitee, unless indemnitee provides Corporation with an opinion of counsel reasonably concluding that there may be a conflict of interest between indemnitee and Corporation in the defense of the proceeding or legal action. If Corporation assumes the defense, Corporation shall not be liable to indemnitee for legal or other expenses subsequently incurred by indemnitee.

7.4 Expense Advances.

Corporation shall advance automatically expenses, including attorney's fees, incurred or to be incurred by indemnitee in defending a proceeding or legal action upon receipt of notice of the expenses. If required by law, before advancing any expenses, the Corporation may require that an indemnitee or a representative promise to

repay the advances if a final judicial decision (after expiration or exhaustion of or any appeal rights) determines that indemnitee is not entitled to be indemnified for such expenses.

7.5 Settlement of Claims.

Corporation shall not be obligated to indemnify indemnitee for any amounts incurred in settlement if settlement is made without Corporation's prior written consent. Corporation shall not enter into any settlement that would impose any penalty or limitation on indemnitee without indemnitee's prior written consent. Neither Corporation nor indemnitee will unreasonably withhold consent to any proposed settlement.

7.6 Effect of Repeal.

In order that indemnitee may rely on the indemnification promised by this Section, no repeal or amendment of this Section shall reduce the right of indemnitee to payment of expenses or indemnification for acts of indemnitee taken before the date of repeal or amendment.

SECTION 8: FISCAL YEAR

The fiscal year of the Corporation shall be on a calendar basis from January 1st through December 31st of the same year.

SECTION 9: DISSOLUTION

Upon dissolution of the Corporation, and after all liabilities and obligations of the Corporation are paid and discharged, any and all remaining assets held by the Corporation will pass to another non-profit organization of similar goals, desires, and activities determined by the Board of Directors. Disbursement of said assets will be made in accordance with Arizona State Law and upon application for dissolution by the Corporation.

SECTION 10: PARLIAMENTARY AUTHORITY

The rules contained in Robert's Rules of Order shall govern the Arizona Region in all cases to which they are applicable and in which they are not inconsistent with the Bylaws of the Phoenix AZ Solo Region or Arizona Revised Statutes. The Regional Executive may appoint a parliamentarian to interpret such rules at any meeting and the decisions of the parliamentarian to interpret such rules at any meeting and the decisions of the parliamentarian shall be final in all matters of interpretation of the Rules of Order (including the selection of the edition of said rules to be used).

SECTION 11: REPEAL, ALTERATION, OR AMENDMENT

These Bylaws may be repealed, altered, or amended, or substitute Bylaws may be adopted only by a three-quarters majority of the complete Board of Directors present at any regular meeting or at any special meeting, provided that at least thirty days' written notice to the Directors and membership is posted on the Region's web site of any proposal to repeal, alter, amend, or adopt new Bylaws at such meeting. Additionally, any changes ratified by the Board shall be published on the Region's web site and forwarded to the SCCA National Office per the SCCA Operations Manual.