**OZARK MOUNTAIN REGION**

**SPORTS CAR CLUB OF AMERICA, INCORPORATED**

**BYLAWS**

**ARTICLE I**

**Name, Purpose, Emblem, and Seal**

**Section 1.**  Name. The name of the corporation shall be the Ozark Mountain Region, Sports Car Club of America, Incorporated, hereinafter referred to as the Region.

**Section 2.** Purposes. The purposes of the Region, as set forth in its Articles of Incorporation, are to encourage the preservation, ownership, and operation of sports cars; to act as a source of technical information; to establish rules governing all Regional activities consistent with the rules of the Sports Car Club of America (hereinafter referred to as National); to provide and regulate events for sports cars and their owners; to encourage safe and skillful driving on public highways; to own real and personal property that contributes to the Region’s purposes; and to assist and cooperate with National in furthering these Purposes.

The Region also has such powers as are now or may hereafter be granted by the General Not for Profit Corporation Act of the State of Missouri.

**Section 3.** Emblem. The Region’s emblems shall be either or both of the following:

(A) A circular gage face with a highway graphic that changes to a checkered flag pattern around the perimeter. The graphic is above the text “OZARK MOUNTAIN REGION.”

(B) Three mountains with the National emblem and the words “Ozark Mountain” and a circular decal/patch with a car going down a hill.

**Section 4.** Corporate Seal. The corporate seal shall be circular in shape inscribed with the name of the Region and the words “Incorporated Under the Laws of the State of Missouri.”

**ARTICLE II**

**Membership**

**Section 1.** Membership in the Club shall be restricted to members of the Sports Car Club of America. Application for membership shall be signed by the applicant and forwarded to the National office. All applications shall be accompanied by checks in the amount of the current annual national and regional dues.

**Section 2.** Resignation, Suspension, Termination & Reinstatement.

(A). Resignation. Any member may resign by filing a written letter of resignation with the Secretary, but such resignation shall not relieve the member of the obligation to pay dues, assessments or other charges accrued and unpaid.

(B). Automatic Termination. Membership shall automatically lapse for nonpayment of dues. Additionally, any member becoming indebted to the Region and/or national for more than 60 days may have his membership terminated. National shall be informed, and any National and/or

Regional dues and fees, regardless of category of membership, shall be forfeited.

(C). Regular Termination. A member may have his membership suspended or terminated if charged with conduct detrimental to the objectives and interests of the Region or willful violation of the Region’s bylaws, rules, or regulations, provided such charges be upheld. Charges resulting in suspension must be upheld by an affirmative for of at least two-thirds of all members of the Board, elected and serving. Charges resulting in termination must be upheld by an affirmative vote of all members of the Board, elected and serving.

(D). Reinstatement. Upon written request, signed by a terminated member and filed with the Board, said Board may by unanimous vote reinstate such former member to membership upon such terms as the Board may deem appropriate.

**Section 3.** Regional Dues. The annual regional dues shall be determined from time to time by the members at any annual or special meeting.

**ARTICLE III**

**MEETINGS OF THE MEMBERS AND THE BOARD OF DIRECTORS**

**Section 1.** Annual Meeting of Members. The annual meeting of the Region shall be the first regular meeting of the calendar year or such other time within 30 days of such date as the Board may determine. The Regional Executive and Treasurer shall report on activities and financial condition of the corporation.

**Section 2.** Regular Meetings of the Members. Regular meetings of the Region shall be held each month at the time and place determined by the Board.

**Section 3.** Special Meetings of the Members. Special meetings of the members may be called by the Regional Executive, by a majority of the Board, or upon the written request of five percent of the members having voting rights. Ten days’ notice of any special meeting shall be given to all members in good standing and the notice shall state the objective of such a special meeting. Ten percent of the votes entitled to be cast on a matter must be represented at a meeting of members to constitute a quorum on that matter.

**Section 4.** Joint Board Meeting. A joint Board meeting shall be held prior to March 1. The newly constituted Board and the outgoing Board members should attend.

**Section 5.** Regular Board Meetings. The Board may provide by resolution the time and place, either within or without the State of Missouri, for holding regular meetings.

**Section 6.** Special Board Meetings. A special meeting of the Board may be called by the

Regional Executive or upon written request of any three Board members. At least two days’ notice by mail, e-mail, or phone of such special Board meeting shall be given to all Board members. The notice shall state the objective of such meeting.

**Section 7.** Quorum for Board Meetings. A majority of the Board then serving shall constitute a quorum for the transaction of business at any meeting of the Board provided that if less than a majority are present at said meeting, a majority of those present may adjourn the meeting without further notice.

**ARTICLE IV**

**Administration**

**Section 1.** Board of Directors. The Board of Directors, hereinafter referred to as the Board shall establish the policies of the Region and shall oversee and direct the implementation and execution of such policies. The Board may also administer the affairs of the Region by executive committee, or by such other committees it determines to appoint and authorize.

**Section 2.** Executive Committee. The executive committee shall include the Regional Executive, The Assistant Regional Executive, Secretary and Treasurer. By unanimous decision, the four member executive committee shall exercise the executive powers of the Board between meetings of the Board. Action taken by the Executive Committee shall be subject to ratification by the Board.

**Section 3.** Committees. In addition to the committees provided for in the bylaws the Board shall designate such other committees as shall be necessary to regulate the activities of the Region and to advise and assist the Board concerning the affairs of the Region.

The jurisdiction and procedures of such committees shall be established by the Board which shall also approve the chairmen thereof and specific number and tenure of committee members.

**Section 4.** Secret Ballot. The directors in case of all voting, at their discretion, may devise and use a secret ballot form.

**ARTICLE V**

**Board of Directors**

**Section 1.** Number and Tenure. The Board shall consist of seven members. These members shall serve one year terms. The tenure for members shall be unlimited, except for the Treasurer, which shall be limited to two consecutive terms. A unanimous vote of the current board to extend the Treasurer is the only way to extend their tenure.

**Section 2.** Officers. The Board shall decide among themselves which member will serve in the following capacities. This decision must be made before March 1 of the year in which they will serve. The National Office will be notified of the appointments. At their discretion, the Board may combine offices and make assignments as needed.

(A). Regional Executive. This person will serve as Chair of the Board and conduct monthly membership meetings. Responsible for business and affairs of the Region.

(B). Assistant Regional Executive. This person shall perform the duties of the Regional Executive in the absence of the current Executive. This person would become Regional Executive if, for any reason, the current Executive would be unable to complete his/her term of office.

(C). Secretary. This person shall keep the minutes of both the general membership meetings and the Board of Director meetings. They will see that all notices are duly given in accordance with the provisions of these bylaws or as required by law. They are the custodian of the corporate records and of the seal of the corporation. They are also responsible for a register of each member’s name and address. The secretary may utilize the help of other members in fulfilling these tasks.

D). Treasurer. This person shall, subject to conditions, fiscal policies and restrictions determined by the Board, have custody of all monies, debts and obligations belonging to the Region. He/she shall make or cause to be made all payments of the Region’s debts upon approval from the Board. The Treasurer is also responsible for any stock of club supplies on hand. (This may include stickers, decals, log books, rule books and patches.)

**Section 3.** Directors. The other three members of the Board will be referred to as Board Members. The total seven member Board of Directors shall assure that the business affairs of the Region will be conducted in accordance with these bylaws. The Board members will have assigned areas of responsibility. (Formerly handled under the “chairperson” system) These include: Autocross, Rally, Race, Membership, Newsletter and Social & Programs. The Board member is authorized to delegate responsibilities as needed.

**Section 4.** Vacancies. The Board, at its discretion, may fill vacancies on the Board for the time remaining until the next general election for all positions except that of Regional Executive and Assistant Regional Executive. A vacancy in the Regional Executive office will be filled by the Assistant Regional Executive. The Board will then fill the position of Assistant Regional Executive at the Board’s discretion.

**Section 5.** Removal and Reinstatement of Officers and Directors. Any member of the Board may be removed by an affirmative vote of two-thirds of all Board members elected and serving whenever, in the Boards judgement, the best interest of the Region would be served.

The Board member, so removed, may petition for reinstatement. Upon receipt of such petition, the Board shall reconsider the removal subject to the same conditions and requirements of the original vote.

**ARTICLE VI**

**Indemnification and Liability**

**Section 1.** Each person who is or was a director or officer of the Region, or is or was serving at the request of the Region as a director or officer of another corporation (including heirs, executors, administrators, and estate of such person) shall be indemnified by the corporation as of right to the full extent permitted or authorized by the State of Missouri, as now in effect and as hereafter amended, against any liability, judgement, fine, settlement, cost, and 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 Region or as a director or officer of another corporation at the request of the Region.

**Section 2.** No person shall be liable to the Region for any loss, damage, liability, or expense suffered by it on account of any action taken or omitted to be taken by him as a director or officer of the Region or of any other corporation which he serves as a director or officer at the request of the Region, if such per (1) exercises the same degree of care and skill as a prudent person would have exercised under the circumstances in the conduct of his own affairs, or (2) took or omitted to take such action in reliance upon advice of counsel for the Region, for such other corporation or upon statements made or information furnished by directors, officers, or agents for the Region, or of such other corporation, which he had no reasonable ground to disbelieve.

**ARTICLE VII**

**Elections**

The election of Board Members consists of two parts. 1. The current Board selects three of its members to serve the following year. 2. The membership elects 4 new members to serve on the Board for the following year.

**Section 1.** Regulations for Candidacy. Any member of the Region shall be eligible for nomination to the Board of Directors if he/she is a member in good standing and will have been a member at least one year at the time he/she would take office.

**Section 2.** Nominations of Membership Elected Board Members. A member may be nominated by the Nominating Committee or have his/her name placed on the ballot be membership petition.

(A). Nominating Committee. By November 31 of each year, a nominating committee shall be appointed to consist of three members appointed by the Board of Directors. It shall be the duty of the Nominating Committee to choose a slate of proposed Board Members for the following year to be presented to the Secretary prior to December 31 of each year. Nominations made also be made by any board member if nominations are requested by the R.E. These nominations shall be published in the Region’s newsletter and ballots mailed to each member in good standing. Ballots may be mailed in or turned in at a membership meeting.

**Section 3.** Board Selected Members. In November of each year the current Board will select three of its members to serve on the Board the following year. The names of those selected will be published in the September issue of the Region’s newsletter.

**Section 4.** Election Results. The results of the general membership election will be tallied at the December Board meeting and the results announced in the next newsletter or at the annual awards banquet along with a re-publication of the Board selected members.

**Section 5.**  Notification to National Office. The new Board of Directors will meet in January and make office assignments. These officers will be reported to the National office for publication.

**ARTICLE VIII**

**Fiscal year**

The fiscal year of the Ozark Mountain Region is the calendar year beginning January 1 through December 31.

No officer, director, or member shall incur any obligation, debt or other liability of the Club without specific prior approval of the board of Directors.

**ARTICLE IX**

**Waiver of Notice**

Whenever any notice is required to be given under the provisions of the General Not for Profit Corporation Act of the State of Missouri, or under the provisions of Articles of Incorporation or the bylaws of the Region, a waiver thereof in writing, signed by the person(s) entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

**ARTICLE X**

**Amendments to Bylaws**

**Section 1.** To conform to National bylaws or policy, these bylaws may be altered, amended, or repealed and new bylaws may be adopted by a majority of the Board at any regular or special Board meeting with ratification by the members at the next or subsequent general meeting.

**Section 2.** For these bylaws to be altered, amended, or repealed and new bylaws to be adopted, the must first be approved by a majority of the Board of Directors for submission to the general membership. They may then be adopted by a majority vote of the members of the Region voting at any regular or special meeting of the Region. The general membership must be given notice of such changes and the nature thereof in writing at least 30 days prior to such meeting at which changes are presented for consideration.

Accepted by the general membership September 8, 2015.

Attest: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Bud Weeks , Secretary