

**BYLAWS OF SCCA - SOUTHWEST DIVISION, INC.  
A NONPROFIT CORPORATION**

**ARTICLE I**

**OFFICES**

**Principal Office**

1.01 The principal office of the corporation in the State of Texas shall be located in the City of Houston, County of Harris. The corporation may have such other offices, either within or without the State of Texas, as the Board of Directors may determine or as the affairs of the corporation may require from time to time.

**Registered Office and Registered Agent**

1.02 The corporation shall have and continuously maintain in the State of Texas a registered office, and a registered agent whose office is identical with such registered office, as required by the Texas Non-Profit Corporation Act. The registered office may be, but need not be, identical with the principal office of the corporation in the State of Texas, and the address of the registered office and principal office may be changed from time to time by the Board of Directors.

**ARTICLE II**

**MEMBERS**

**Classes of Members**

2.01 The corporation shall have no members.

**ARTICLE III**

**BOARD OF DIRECTORS**

**General Powers**

3.01 The affairs of the corporation shall be managed by its Board of Directors. Directors need not be residents of Texas.

**Number, Tenure, and Qualifications**

3.02 The number of Directors shall be two more than the number of participating regions lying within the geographical boundaries of the Southwest Division of the Sports Car Club of America, Inc. Such number may be increased or decreased at any time by virtue of the adjustment of such geographical boundaries by the parent organization, the

Sports Car Club of America, Inc. The increase or decrease in the number of Directors shall be effective as of the effective date of such readjustment of such boundaries.

The persons who serve as a Director shall be:

- (a) The elected Regional Executive of any participating Sports Car Club of American, Inc., region lying within the geographical boundaries of the Southwest Division of the Sports Car Club of America, Inc., plus
- (b) The President of the SCCA - Southwest Division, Inc., plus
- (c) The Director-at-Large of the SCCA - Southwest Division, Inc.

Such persons (excepting the President and the Director-at-Large) may designate in writing, filed with the secretary of this corporation, his or her proxy allowing another designated party to sit in any meeting and to vote in his stead. Should a Director resign, or for any reason fail or be unable to serve, his successor as Regional Executive shall serve out the unexpired term of said original Director.

To have a Board of Directors seat created and to be eligible to hold such a Board of Directors seat, a Director representing a region must first, on an annual basis, submit a statement that the region he represents agrees to abide by the rules set out herein or hereinafter established by this corporation and that he is the elected or appointed representative of that region to the Board of Directors of this corporation.

It is further provided, that by designation and appointment by a region of its Regional Executive, or an alternative therefore, the region agrees to operate within the bylaws, guidelines and rules of this corporation and that failure to do so may result in the suspension of voting rights of its Director and suspension of benefits, privileges, and participation in the programs managed by this corporation for the benefit of such region or regions within the SCCA - Southwest Division, Inc.

### **Regular Meetings**

3.03 A regular annual meeting of the Board of Directors shall be held in the month of January each year, such date, time and place of said meeting to be set by the President of the corporation. Such time may be shortened or extended to the next most convenient date by vote of the Board of Directors, such vote being by plurality should there be no majority. Notice of the date, time and place of such meeting shall be mailed to each Director no less than fourteen (14) nor more than fifty (50) days prior to such meeting. Notice shall be considered as being given if mailed, telegraphed, or emailed to the last address listed for a Director on the records of the corporation.

### **Special Meetings**

3.04 Special meetings of the Board of Directors may be called by or at the request of the President or a majority of the Board of Directors. The person or persons authorized

to call special meetings of the Board may fix any place, within the geographic boundaries of the Southwest Division of the Sports Car Club of America, Inc., as the place for holding any special meetings of the Board called by them.

A special meeting of the Board of Directors may be held by telephone conference call or email in which all or certain of the Directors are not physically present at the place of the meeting, but all participate in the conduct thereof by telephone or electronically. For the purpose of determining the presence of a quorum and for all voting purposes at such a meeting, all participating Directors shall be considered present and acting.

### **Notice**

3.05 Notice of any special meeting of the Board of Directors shall be given at least seven (7) days previously thereto by written notice delivered personally or sent by mail, telegram, or electronic mail (email) to each Director at his address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed with postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. If notice be given by email, such notice shall be deemed to be delivered when the electronic mail is launched via an operational internet link. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

### **Quorum**

3.06 A majority of the Board of Directors having current voting rights shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

### **Manner of Acting**

3.07 The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these bylaws.

### **Vacancies**

3.08 Any vacancy occurring in the Board of Directors and any Directorship to be filled by reason of any increase in the number of Directors, shall be filled as heretofore set out in Section 3.02. A Director appointed to fill a vacancy shall be appointed for the unexpired term of his predecessor in office.

## **Compensation**

3.09 Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; but nothing herein contained shall be construed to preclude any Director from serving the corporation in any other capacity and receiving compensation therefor.

## **Board Action Without Meeting**

3.10 Any action required by law to be taken at a meeting of Directors, or any action which may 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.

## **ARTICLE IV**

### **OFFICERS**

#### **Officers**

4.01 The officers of the corporation shall be a President, a Vice President, a Secretary, a Treasurer, a Director-at-Large, and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers, including one or more assistant secretaries and one or more assistant treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary.

#### **Appointment and Term Election of Officers**

4.02 The officers shall be appointed or elected as follows:

President - The President shall be the then serving Executive Steward of the Southwest Division of the Sports Car Club of America, Inc.

Vice President - The Vice President shall be elected by the Board of Directors of the corporation from the membership at large of Sports Car Club of America, Inc., which person resides within and is a member of a region lying within the geographic boundaries of the Southwest Division of the Sports Car Club of America, Inc.

Secretary - The Secretary shall be elected by the Board of Directors of the corporation from the membership at large of Sports Car Club of America, Inc., which person resides within and is a member of a region lying within the geographic boundaries of the Southwest Division of the Sports Car Club of America, Inc.

Treasurer - The Treasurer shall be elected by the Board of Directors of the corporation from the membership at large of Sports Car Club of America, Inc., which person resides within and is a member of a region lying within the geographic boundaries of the Southwest Division of the Sports Car Club of America, Inc.

Director-at-Large - The Director-at-Large shall be the then serving Director of the Sports Car Club of America, Inc., whose area contains the most members of the Sports Car Club of America, Inc., residing in the Southwest Division of the Sports Car Club of America, Inc.

All such positions are, however, subject to removal from such capacities under Section 4.03 set out below. The above officers shall be appointed or elected annually as set out above at each regular meeting of the Board of Directors. If the election or appointment of officers shall not be held at such meeting, such election shall be held as soon thereafter as convenient. Each officer shall hold office until his successor shall have been duly elected or appointed and shall have qualified.

### **Removal**

4.03 Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby.

### **Vacancies**

4.04 A vacancy in any office because of death, resignation, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term using however, where possible, the qualifications set out in 4.02 above. In the event such method of filling said capacity is not possible, a replacement officer may be selected from the Board of Directors or from the regular membership at large of the Sports Car Club of America Inc., which person shall be a member of the Sports Car Club of America, Inc. and reside within the Southwest Division of the Sports Car Club of America, Inc.

### **President**

4.05 The President shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. He shall preside at all meetings of the Board of Directors. He may sign, with the Secretary or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws or by statute to some other officer or agent of the corporation; and in general, he shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

## **Vice President**

4.06 In the absence of the President or in the event of his inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned to him by the President or Board of Directors.

## **Treasurer**

4.07 If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. He shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies, or other depositories and investments as shall be selected by the Board of Directors of this corporation; and in general, perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

## **Secretary**

4.08 The Secretary shall keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; give all notices in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records of the corporation; keep a register of the post office address and electronic address of each Director and officer which shall be furnished to the Secretary by each Director and officer; and, in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

## **Director-at-Large**

4.09 In the absence of the President or Vice President or in the event of their inability or refusal to act, the Director-at-Large shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The Director-at-Large shall perform such other duties as from time to time may be assigned to him by the President or Board of Directors.

## **ARTICLE V**

### **COMMITTEES**

#### **Committees of Directors**

5.01 The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees, each of which shall consist

of two (2) or more Directors, which committees, to the extent provided in said resolution shall have and exercise the authority of the Board of Directors in the management of the corporation. However, no committee shall have the authority of the Board of Directors in reference to amending, altering, or repealing the bylaws; electing, appointing, or removing any member of any such committee or any Director or officer of the corporation; amending the articles of incorporation; adopting a plan of merger or adapting a plan of consolidation with another corporation; authorizing the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the corporation; authorizing the voluntary dissolution of the corporation or revoking proceedings therefor; adopting a plan for the distribution of the assets of the corporation; or amending, altering, or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered, or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Director, or any individual Director, of any responsibility imposed on it or him by law.

### **Other Committees**

5.02 Other committees not having and exercising the authority of the Board of Directors in the management of the corporation may be designated by a resolution adopted by majority of the Directors present at a meeting at which a quorum is present. The President of the corporation shall appoint the members thereof. Any members thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the corporation shall be served by such removal.

### **Term of Office**

5.03 Each member of a committee shall continue as such until the next annual meeting of this corporation and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

### **Chairman**

5.04 One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof.

### **Vacancies**

5.05 Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

### **Quorum**

5.06 Unless otherwise provided in the resolution of the Board of Directors designating a committee, majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

### **Rules**

5.07 Each committee may adapt rules for its own government not inconsistent with these bylaws or with rules adopted by the Board of Directors.

## **ARTICLE VI**

### **CONTRACTS, CHECKS, DEPOSITS, AND FUNDS**

#### **Contracts**

6.01 The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so 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. Such authority may be general or confined to specific instances.

#### **Checks and Drafts**

6.02 All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instrument shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or the Vice President of the corporation.

#### **Deposits**

6.03 All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

#### **Gifts**

6.04 The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the corporation.

## **ARTICLE VII**

### **BOOKS AND RECORDS**

7.01 The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors, and committees having any of the authority of the Board of Directors, and shall keep at the principal office as may be designated from time to time, a record giving the names and addresses of the Board of Directors entitled to vote. All books and records of the corporation may be inspected by any Director or his agent or attorney for any proper purpose at any reasonable time.

## **ARTICLE VIII**

### **FISCAL YEAR**

8.01 The fiscal year of the corporation shall begin on the first day of January and end on the last day in December in each year.

## **ARTICLE IX**

### **DUES**

#### **Fees, Dues and Assessments**

9.01 The Board of Directors may determine from time to time the amount and payment terms thereof of various dues, fees or assessments as may be required for the continued operation of the programs of this corporation. Such payments may be assessed against such participating regions or other groups benefiting from the programs of this corporation. Payment of such sums shall not be mandatory or contractual, but payment thereof shall be required for such region or particular group to be eligible for participation in the particular programs or all of the programs, including representation by its Director. Determination of the extent to which a non-paying Region or group may be suspended from such activities, participation or representation shall be at the discretion of the Board of Directors of this corporation.

#### **Default and Termination of Membership**

9.02 When any region, group or party, shall be in default in the payment of monies for a period of thirty (30) days from the beginning of the fiscal year or from such date which payments were due, his, its or their participation and/or representation may thereupon be terminated by the Board of Directors.

## **ARTICLE X**

### **SEAL**

10.01 The Board of Directors may adapt, use and thereafter alter a corporate seal.

## **ARTICLE XI**

## **WAIVER OF NOTICE**

11.01 Whenever any notice is required to be given under the provisions of the Texas Non-Profit Corporation Act or under the provisions of the articles of incorporation or the bylaws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

## **ARTICLE XII**

### **AMENDMENTS TO BYLAWS**

12.01 These bylaws may be altered, amended, or repealed and new bylaws may be adopted by a majority of the Directors present at any regular meeting or at any special meeting, if at least thirty (30) days' written notice is given of an intention to alter, amend, or repeal these bylaws or to adopt new bylaws at such meeting.