

BYLAWS
of the
CENTRAL FLORIDA REGION, INC.
of the
SPORTS CAR CLUB of AMERICA, INC.

As Amended to and Including September 2019



ARTICLE I
Name, Purpose, Emblem, and Seal

Section 1. Name. The name of the club shall be Central Florida Region, SCCA, Incorporated. The Region shall operate as a chapter of the Sports Car Club of America, Inc. ("SCCA"). These Bylaws shall be subordinate to the Bylaws of the Sports Car Club of America, as may be amended from time to time.

Section 2. Purpose. The nature of the activities to be conducted and the purposes to be promoted and carried out are as follows: To promote interest in sports cars and other fine automobiles and to encourage their safe and skillful operation by developing, arranging and regulating closed circuit road racing, rallying, time trials, autocross and rally cross programs, Concours and other forms of automobile competition; by dissemination of information through new releases and Club publications and through related social and recreational activities for instruction and enjoyment of its members.

Section 3. Emblem. In shape, a variation of the "Ancient French" with a silhouette of the Central Florida Region within the State of Florida sanguine (dark red) on a field of Argent (white). The Region silhouette will bear the number of the Region (83) and the Region boundaries. The words "CENTRAL FLORIDA" will appear in an arch on the "Chief" of the emblem, the emblem of the Sports Car Club of America, Inc., will be placed in the lower left portion of the emblem.

Section 4. Seal. The club seal shall be circular in form and inscribed with the name of the Region, the year of its incorporation and the word "Florida".

Section 5. Exempt Organization. The Region shall be a corporation registered with the State of Florida and shall be organized and operate as a corporation exempt from Federal income tax under Article 501(c)(4) of the Internal Revenue Code of 1986. No part of the net earnings of the Region shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the Region shall be authorized and empowered to pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes set forth in Section 2 hereof. Notwithstanding any other provision of these Bylaws, the Region shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal Income tax under Article 501(c)(4) of the Internal Revenue Code of 1986.

ARTICLE II Membership

The terms he, him or his shall be a generic reference and shall mean she or her if applicable through the remainder of these Bylaws.

Section 1. Members. Any person interested in joining the Central Florida Region, Inc., of the Sports Car Club of America, Inc., may do so providing both national and regional dues are paid. Central Florida Region, Inc., shall accept members who wish to maintain dual membership with another region, providing verification of national dues payment is obtained. No member may be a regional member only.

Section 2. Dues. The membership year of the Region shall correspond to the membership year of the Sports Car Club of America, Inc. Dues shall be payable annually and in such amounts as the Board of Governors may establish. In instances in which both a regular member and spouse are members of the region, the Board of Governors may establish lower dues for one spouse. The Board of Governors may also established lower dues for members who have not yet reached their 18th birthday. No refund of dues shall be made under any circumstances.

Section 3. Termination and Suspension.

- (a) A member may resign by letter addressed to the Region. His resignation will be effective upon receipt thereof.
- (b) Membership shall automatically lapse for non-payment of SCCA or regional dues 30 days after expiration of the membership year for which they were payable.
- (c) The membership of any member indebted to the Region of SCCA and delinquent for more than 60 days in such indebtedness shall automatically lapse and such member shall thereupon forfeit all dues and fees already paid.
- (d) The Board of Governors may suspend a member at any time for infraction of any SCCA rule or for any other cause if the suspending body shall deem such action to be in the best interest of the SCCA and the Region. The suspending body shall immediately notify a member so suspended, in writing, of the suspension. The suspended member shall thereafter be entitled to a reasonable opportunity to be heard, in person or through a representative, by the Board of Governors or a committee appointed by it concerning his suspension. The Board of Governors may thereafter continue for a definite term, terminate, or rescind the suspension, or expel the member and its decision shall be final.

ARTICLE III

Meeting of the Members and Voting Rights

Section 1. Annual Meeting. The annual meeting of the Region shall be held in the last quarter of each calendar year for presenting the reports of officers, committees and boards, and such other business as may lawfully come before the meeting. The time and place of the annual meeting shall be established by the Board of Governors, which also shall arrange for an annual convention for the members to be held therewith.

Section 2. Special Meetings. Special meetings of the Region may be called at any time by the Board of Governors on its own motion and must be called by the Board of Governors on petition of at least 60 percent of the members of at least three voting districts. Such meetings shall be held at such times and places as the Board of Governors shall determine.

Section 3. Notice. A notice of each annual and special meeting stating the place, hour, date and purpose thereof shall be made available to the membership by the Secretary or designated alternate by electronic posting on the Region's website, in the Region's newsletter and on social media not less than 14 nor more than 45 days before such meeting. No action shall be taken at any annual or special meeting of the members unless the intention to consider the subject matter has been set forth in the notice of the meeting.

Section 4. Voting. At all meetings of the members, except as otherwise provided by law, the Members entitled to vote who are present shall constitute a quorum. Each member shall have one (1) vote on each and every matter submitted to a vote of the Members. All action, except amendment of the articles of incorporation and amendment of these bylaws, shall be by majority of those present and voting. Voting by proxy may be allowed at the discretion of and in accordance with rules prescribed by the Board of Governors.

ARTICLE IV

Board of Governors

The Directors and the Board of Directors of the Corporation shall be called Governors and Board of Governors of the Region respectively.

Section 1. Jurisdiction. The affairs and property of the Region shall be directed by a Board of Governors consisting of members in good standing of the Central Florida Region elected in the manner set forth below.

Section 2. Districts. For purpose of electing governors and lieutenant governors, the membership of the Region shall be divided into voting districts, consisting of members within the districts described by the map included in these bylaws. The Board of Governors may change the boundaries of these districts to accommodate new requirements.

Section 3. Terms. Governors shall be elected and shall serve for terms of two years ending at the annual meeting or at the pleasure of the Board of Governors. Terms for governors from odd-numbered districts shall commence at the annual meeting of odd-numbered years. Terms for governors from even-numbered districts shall commence at the annual meeting of even numbered years. No person shall be elected to more than three consecutive terms as a Governor.

Section 4. Nominations. Any five members of a district may nominate a member whose principal residence is in that district to be a candidate for election to the Board of Governors. All nominations shall be made in writing, signed by the members making the nomination and delivered to the Secretary of the Region by 60 days before the date of the annual meeting of the year when the term of office is to start.

Each district shall nominate and elect a lieutenant governor from the membership of their district for the same term and using the same procedure used in electing their governor. The duties of the lieutenant governor will be to represent their district members by having representative voting rights at meetings in the absence of their governor.

Section 5. Election. The Secretary of the Region or designated alternate shall prepare ballots for each district, listing in alphabetical order all duly nominated candidates for Governor and/or Lieutenant Governor in such district. The secretary shall cause the ballot to be delivered to all members of the district by electronic means to every member's address on file with the Region and shall deliver such ballots no less than 45 days before the date of the annual meeting. Paper ballots shall be available upon request. Ballots will not be created if the election is uncontested.

Electronic ballots shall be delivered by electronic means and paper ballots mailed for counting to the Region auditor or to an unbiased person or persons and shall not be available for inspection by any officer, member, or employee of the Region. Only ballots received 15 days before the date of the annual meeting of the same year shall be counted. A candidate receiving the votes of a majority of members voting shall be elected.

Whenever it is necessary to break a tie, the same shall be accomplished by a further election to be completed as soon as possible.

The majority of the Board of Governors shall fill any vacant governorship by appointment of a member in good standing from the district in which the vacancy exists.

****Section 6. Governors at Large.** The Board of Governors may at their discretion appoint up to two Governors at Large from the general membership to serve a three year term. No person shall be appointed to more than two consecutive terms. These governors shall have the same voting rights and privileges as the district governors except as noted herein. If a Governor at Large is elected chairman or vice chairman of the Board of Governors, that person shall not have voting rights.

Section 7. Quorum. A majority of the Board of Governors shall constitute a quorum, which may act in any manner within its competence by vote of a majority of the governors present while a quorum is present.

****Terms Amended 6/6/2021 – unanimous vote of the Central Florida Board of Governors**

Section 8. Removal of Governor. The Board of Governors may at any regular or special meeting, by the affirmative vote of at least two-thirds (2/3) of those governors voting, remove a governor from office on the basis of his physical or mental incapacity to serve provided written notice of the proposed action is sent to all governors at least 30 days before the meeting. The governor whose governorship is in question shall be given an opportunity to be heard at such meeting, but shall have no vote on the question.

ARTICLE V Officers

Section 1. Election. The Board of Governors shall elect from the governors a chairman and a vice-chairman, and from the membership of the Region a president and vice-president (officially designated herein as regional executive and assistant regional executive respectively) and a treasurer and a secretary and such assistant treasurers and secretaries as it deems desirable. All such officers shall serve for a term of three years at the pleasure of the Board of Governors and until their successors shall qualify. No person shall be appointed to more than two consecutive terms as an Officer. A governor shall not be eligible to serve as president or vice-president (as designated herein) concurrent with their term as governor.

Section 2. Chairman and Vice-Chairman. The chairman shall preside at all meetings of the members and of the Board of Governors. In the absence of the chairman or in the case of his death, resignation, or inability to act, his duties shall be performed by the vice chairman.

Section 3. Regional Executive and Assistant Regional Executive. The Regional Executive (RE) shall be the Chief Executive Officer (CEO) of the region and shall perform the duties usually appertaining to this office. The RE shall manage the business and affairs of the Region following the directives and policies specified in the Board of Governors meeting minutes and the Region's official policy manual. In the absence of the RE or in his inability to act, his duties shall be performed by the Assistant Regional Executive.

Section 4. Secretary. The secretary or designated alternates shall attend all annual meetings of the members and all meetings of the Board of Governors and shall record minutes thereof. Said minutes shall be recorded for permanent retention. Other duties shall include the keeping of a current roll of all members, the giving of notice of all meetings as required by law or these bylaws and having custody of the corporate seal. The secretary will ensure that the region's records are stored appropriately.

Section 5. Treasurer. The treasurer shall supervise the receipt, custody, control and expenditure of all assets and liabilities of the Region and shall give bond at Region expense. All monies due and payable to the Region that are received shall be deposited from time to time to the credit of the Region in such bank, trust companies or other depositories as the treasurer may select with the Board of Governors approval.

Section 6. Contracts. The Regional Executive may authorize any officer or officers, agent or agents of the region, 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 behalf of the Region and such authority may be general or confined to specific instances.

Section 7. Conflict of Interest. No officer, Governor or staff member of the Region may participate in, or attempt to influence any decision by the Region affecting their own personal business interests or otherwise use their official position for personal gain.

ARTICLE VI Administration

Section 1. Board of Governors. The Board of Governors shall establish the policies of the Region and shall oversee and direct the implementation and execution of such policies and in the administration of the affairs of the Region by the executive committee, such other committees as it determines to appoint and authorize, and shall meet at least four times each calendar year.

Section 2. Executive Committee. The Board of Governors shall establish an Executive Committee consisting of the Regional Executive, Assistant Regional Executive, Secretary, Treasurer and certain committee chairmen who as a minimum shall be the individual program chairmen. The Regional Executive shall act as chairman thereof. The Executive Committee shall run the affairs of the Region.

Section 3. Appointment of Committees. The Board of Governors shall appoint from the membership of the Region such other committees and boards as shall be necessary to regulate the activities of the Region and to advise and assist the Board of Governors concerning the affairs of the Region and shall appoint the chairmen thereof.

The jurisdiction and procedure of such committees shall be established by the Board of Governors which shall also specify the tenure of committee members and establish rules for the determination of quorums and voting for all committees.

Section 4. Policy Manual. The Region's policy manual shall be a compilation of repetitive directives and rules that were passed during regular and special board meetings. It shall be updated and published periodically at least biennially and available to all requiring access to information contained in the document.

ARTICLE VII Fiscal Year

The fiscal year of the Central Florida Region shall be 1 January through 31 December.

ARTICLE VIII Personal Liability

All persons or corporations extending credit to, contracting with, or having any claim against the Region or the Board of Governors shall look only to the funds and property of the Region for payment of any debt, damages, judgement, or decree, or any other money that may otherwise become due or payable to

them from the Region or the Board of Governors, so that neither the members of the Region nor the Board of Governors, past, present or future, shall be personally liable therefor.

ARTICLE IX Indemnification

The Board of Governors of the Region is authorized regardless of the adverse interest of any or all of the governors, to indemnify and reimburse, at Region expense, any person made a party to any action, suit or proceeding by reason of the fact that he, or a person whose legal representative or successor he is, is or was a governor, officer or employee of the Region, for expenses, including attorney's fees and such amount of any judgement money decree, fine, penalty or settlement for which he may have become liable as the Board of Governors deems reasonable, actually incurred by him in connection with the defense or reasonable settlement of any such action, suit or proceeding, or any appeal therein, except in relation to matters as to which he, or such person whose legal representative or successor he is, is finally adjudged in such action, suit or proceeding, to be liable for negligence or misconduct in the performance of his duties.

ARTICLE X Amendment

Section 1. The Board of Governors, or nine percent or more of members, of whom no more than one-third shall be from the same district, may propose an amendment to the Articles of Incorporation or bylaws by submitting such proposal in writing to the secretary. A proposal submitted by the members shall be reviewed by a committee of five members, consisting of four members appointed by the Board of Governors, two of who are members proposing the amendment, and a fifth member appointed by these four members, who shall act as chairman.

The committee shall consider the propriety of the proposal, taking into account the intent of the petitioners and the suitability of the inclusion of the proposal in primary instruments such as the Articles of Incorporation and the bylaws, and shall draft the proposed amendment into suitable language. Proposals of either origin shall be submitted to the vote of the entire membership. Voting shall be by electronic mail to the Member's address on file with the Region. Paper ballots shall be available upon request. Each member shall have one (1) vote on each and every proposal submitted to the membership.

At least thirty days shall be allowed for voting. Ballots shall be provided for counting to an unbiased person or persons and shall not be available for inspection by any officer, member, or employee. If at least two-thirds of the members voting are in favor of the amendment, it shall be adopted. The secretary shall cause the results of the balloting to be published for the information of the entire membership.

Section 2. Amendment to Conform Bylaws. Any amendment required to conform these Bylaws to the Bylaws of the Sports Car Club of America shall be by action of the Board of Governors and shall not require a vote of the Membership.

District Map and Descriptions

- District 1. Pinellas County (and part of Pasco County to Port Richey).
- District 2. Pasco County (except for Port Richey) and Hillsborough County.
- District 3. Lake, Orange, Osceola, and Seminole Counties.
- District 4. Jefferson, Madison, Hamilton, Taylor, Suwanee, Lafayette, Dixie, Gilchrist, Levy, Alachua, Bradford, Marion, Sumter, Citrus, Hernando, and Union Counties.
- District 5. Brevard, Indian River, St Lucie, Martin, and Okeechobee Counties.
- District 6. Polk, Highlands, and Glades Counties.
- District 7. St Johns, Flagler, Volusia, and Putnam Counties.
- District 8. Hardee, DeSoto, Charlotte, and Lee Counties.
- District 9. Manatee and Sarasota Counties.

