

# **BY-LAWS OF THE SPORTS CAR CLUB OF ST. LOUIS, INCORPORATED**

## **ARTICLE I: Offices**

### **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: Members**

### **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 monthly 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: Regular Meetings**

Regular 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 regular monthly 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**

Written or printed notice of each meeting of the members, except regular monthly meetings, stating the place, day and hour of the meeting, and, in case of a special meeting, the purpose or purposes for such meeting, shall be delivered or given to each member entitled to vote at such meeting, by mail, publication, or personally, not less than five (5) days or more than fifty (50) days prior to such meeting, unless as to a particular matter, other or further notice is required by Law in which case such other or further notice shall be given. Any notice of members meeting sent by mail shall be deemed to be delivered when deposited in the United States Mail with postage thereon prepaid addressed to the member at his address as it appears on 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

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meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

### **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 make an objection prior to such meeting to hold 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 Which May Be Transacted at Annual Meetings**

At each annual meeting of the members, the members may transact such business as may be desired, provided such business was specified in the notice of the meeting, unless consideration of such other business, without it having been specified in the notice of the meeting prohibited by law.

### **Section 8: Business Which May Be Transacted at Special Meetings**

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

### **Section 9: Quorum**

A majority of the members in attendance at a meeting meets the notice requirement of Article II, Section 4, shall constitute a quorum.

### **Section 10: Proxies**

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 III, Section D. 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 to vote at any meeting of the members. Every decision of the majority of a quorum shall be valid as a Club act unless a larger vote is required by Federal law, the laws of the State of Missouri, or these By-laws.

### **Section 12: 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.

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## **ARTICLE III: 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, Federal Law applicable to Section 501(c)(3) organizations or the Law of the State of Missouri.

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

There shall be nine (9) Directors, four (4) of whom shall be the officers of the Club. The four (4) Directors who are officers of the Club shall have one year terms. The five (5) at-large Directors shall be elected for two-year terms; provided, that two (2) of the five (5) at-large Directors to be elected at the first election of Directors following the adoption of this amended Article III, Section 2, shall be elected for one-year terms only. These shall be 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 committee chairman shall be appointed by the Regional Executive. The nominating committee shall select no less than two (2) members of the Club for each office 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, automatically are nominated for the remaining Board positions. The committee shall forward such names to the Regional Executive no later than the regular Board meeting in August. The Regional Executive will then forward such names to the Secretary for publication to the membership. Notice to the members is to be made no later than the September general membership meeting.
- C. Any ten (10) members of the Club may also nominate any member in good standing for any of the four offices or Board vacancies by submitting such names in writing to the Secretary twenty-four (24) hours after the close of nominations at the September regular membership meeting.
- D. No later than October 15<sup>th</sup>, the Secretary shall notify the membership by mail 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 with this mailing. 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.
- E. Offices and Board vacancies shall be elected by a plurality of the quorum of the absentee ballots and members present at the annual meeting of the members in November of each year.
- F. The order of election shall be Regional Executive, Assistant Regional Executive, Secretary, Treasurer, all other Board vacancies.
- G. The results of this election will be announced at the Club's November regular membership meeting and shall appear in the next month's issue of the Club's official publication.
- H. Directors and officers may be elected to successive terms.
- I. A member may serve no more than six (6) consecutive terms on the Board.
- J. The newly elected Director's and officer's terms shall begin at the end of the November regular membership meeting.

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- K. 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: Regular Monthly 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 7:00 p.m., or at such other time as may be designated by the Board. Failure to hold the regular 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 regular monthly 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 III, Section 2.J.

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

Regular meetings of the Board of Directors 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 unanimous vote of the Board of Directors. Any business may be transacted at a regular meeting. Special meetings of the Board of Directors may be called by the Regional Executive. The Place of such meeting may be within or outside the State of Missouri as designated in the notice of such special meeting. Reasonable notice of such special meeting shall be given to each Director.

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

Whenever any notice is required to be given to any Director under the provisions of the by-laws, or of any law, such notice may be waived as specified in these By-laws. To the extent provided by law, attendance of a Director at any meeting 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 of 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 recording record or 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 meeting of the Board of Directors.

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### **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 promptly by a majority vote of the remaining Directors at a special meeting which shall be called for that purpose or at the next regular monthly 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 no Directors remain to call and conduct a meeting to fill a vacancy, then the Region Executive shall call a special meeting of the members within five (5) days after the occurrence of the vacancy, 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 a 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 one 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 and not hold office.

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

Any Board member failing to attend three (3) or more regular 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 no action is taken by the Board of Directors, the approval levels shall remain as they were the previous year.

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## ARTICLE IV: Officers

### Section 1: Officers and Qualifications

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 one (1) year or until their respective successors have been duly appointed and qualified, unless sooner removed as hereinafter provided. Any officer, assistant or agent appointed by the Board of Directors may be removed by the Board of Directors whenever in the judgment of the Board the best interest of the corporation will be served thereby. 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 either with or without cause by the majority vote of the Board of Directors.

### Section 4: Nomination and Election of Officers

The officers of the Club shall be selected by the method specified herein. The Regional Executive, and all persons nominated and elected for that office, shall have served at least one (1) full year as a member of the Board of Directors. Officers shall be elected as specified in Article III. Such newly elected officers' terms shall begin at the end of the November regular membership meeting.

### 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 cause to be called regular and special 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 the duties incidental to his office and which are required by law, and generally, he shall supervise and control the corporate activities and affairs of the Club.

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- 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, or if there be none, the Secretary, 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. The Secretary shall keep the minutes of the meetings of the Board of Directors, Executive Committee and of the members in appropriate books.
- B. He shall attend to the giving of all required notices.
- C. 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.
- D. He shall keep 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 and the minutes of the members', Executive Committee and the Board of Directors' meetings available to members.
- E. He shall attend to all correspondence and present to the Board of Directors at its meeting all official communications received by him.
- F. 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 regular 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 of members.
- 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.

### ***OTHER OFFICERS***

Other officers or assistants to officers shall perform such duties and have such other powers and may be assigned to them by the Board of Directors. All vacancies in any office shall be filled promptly by the Board of Directors, either at regular meetings or a meeting specially called for that purpose.

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## **ARTICLE V: 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)(3) of the Internal Revenue Code.

## **ARTICLE VI: 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



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fees) asserted or threatened against and incurred by such person in his capacity as or arising out of this status as a Director or officer of the Club. The indemnification provided the 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 of different persons or classes of persons.

### **ARTICLE VII: 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 VIII: 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 and objection prior to such meeting to holding the meeting.

### **ARTICLE IX: 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 written notice shall have been sent to each member of record entitled to vote at such meeting at his last known post office address at least five (5) days before the date of such regular or special meeting, which notice shall state the alterations, amendments, additions or changes which are proposed to be made in such By-laws. By-laws may be also altered, amended, repealed, or added to by mail-in ballot. A description of By-laws changes and ballots must be mailed at least ten (10) days prior to a general meeting, annual meeting or a special meeting and postmark on returned absentee ballots cannot be required 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.

### **ARTICLE X: Earnings and Dissolution**

No part of the net earnings of the Club shall inure to the benefit of, or be distributable to, its members, officers, Board of Directors, or other private persons, except that 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 Article of Incorporation. 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

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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)(3) of the Internal Revenue Code of 1986, as amended, or
- (b) by a corporation, contributions to which are deductible under Section 70 (c)(2) of the Internal Revenue Code of 1954 as amended.

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 charitable, education or religious purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended.

*Approved and adopted by a vote of the membership in special meeting on April 16, 2001.*