

Milwaukee Region By-Laws

ARTICLE I. MEMBERSHIP

1. Classes of Members. The classes of members and qualifications for each shall be as follows:
 - a. Regular Members. Any individual interested in the purpose of the Corporation who shall have been accepted for membership in the SCCA and this Corporation. All Members and Life Members in good standing shall be Regular members. The spouse of any member shall be entitled to membership as a regular member upon submitting an application and paying such dues as may be established by SCCA. Family members shall be entitled to membership as a regular member upon submitting an application and paying such dues as may be established by SCCA. Only the member and the spouse shall be entitled to vote.
 - b. Dual Members. Any Member in good standing of another Region who has paid applicable Milwaukee Region dues. Dual Members shall not be allowed to vote in Milwaukee Region Board of Director elections.
 - c. Honorary Life Members. All past Regional Executives who are members in good standing of the SCCA, and any Member elected by two-thirds of the Board, shall be an Honorary Life Member and entitled to all the privileges of a Regular Member.
 - d. Any other full member classifications as defined by SCCA.
2. Membership
 - a. All prospective members must submit a SCCA application for membership
 - b. All prospective Members must be approved by the Board.
3. Termination
 - a. Any Member may resign by causing to be delivered to the Regional Executive or Secretary a written resignation and signed by such member. Such resignation shall be effective as of the date of delivery.
 - b. The Board may expel or suspend a Member from the Region for any cause deemed to be in the best interest of the Region. Expulsion or suspension from the SCCA shall automatically suspend or expel a Member from the Region. Expulsion or Suspension from the Region shall not expel or suspend a member from the SCCA and shall be in accordance with the following procedure. The Board shall cause notice of its intent to expel or suspend a Member to be mailed to the Member, and the Member shall have ten days from the date of the mailing within which to request in writing a hearing before the Board. If a hearing is not requested within said ten-day period, the suspension or expulsion shall become final at the expiration of said ten-day period. If a hearing is requested, the same shall be held by the Board within ten days of the date of mailing the request for a hearing, or at such other time as agreed. At the hearing the Member shall be afforded a reasonable opportunity to be heard in person or through a representative. The Board may thereupon suspend or expel the Member and its decision shall be final.
 - c. In order to afford the suspended or the expelled Member an opportunity to apply for membership in another region or for an exemption for any regional membership requirement pursuant to the Bylaws of the SCCA, the suspended or expelled Member shall be deemed a member of the Region for thirty days following the Board's decision, but he shall not be entitled to attend any meeting of the membership or to vote on any matters submitted to the membership.

- d. All actions taken by the Board with respect to the expulsion or suspension of a Member from the Region shall be by a two-thirds majority of the Directors present provided that a quorum of the Board is present.
- e. The membership of any Member shall automatically terminate upon the termination of his membership to SCCA.
- f. The membership of any Member shall terminate if he fails to discharge any financial obligation to the Region within thirty days after demand.
- g. A former Member whose membership has been terminated for nonpayment of dues may be reinstated without meeting the other requirements of this Article at any time within ninety days after his membership has been terminated, upon payment of his dues together with such late payment penalties, if any, as may be prescribed by the Board.

ARTICLE II. MEETING OF MEMBERS

- 1. Annual Meeting. The annual meeting of the Members shall be held at such a time and place within the State of Wisconsin during the months of November or December as may be designated by the Board.
- 2. Special Meetings. Special meetings of the Members may be called by the Regional Executive, a majority of the Board, or by not less than five percent of the Members as of the first of the month in which the meeting is held.
- 3. Notice. Notice of the place, date, and hour of each meeting, and in the case of a special meeting the purpose thereof, shall be given to each Member of the Corporation by or at the direction of the party calling such a meeting, not less than ten nor more than fifty days prior to such meeting. No business shall be transacted at a special meeting other than that set forth in the notice of such special meeting.
- 4. Voting and Quorum. Each Member present in person shall be entitled to one vote on each matter submitted to a vote of the members at any annual or special meeting of the members. The Members present in person shall constitute a quorum at any meeting of the members.

ARTICLE III BOARD OF DIRECTORS

- 1. The affairs of the Corporation shall be managed by a Board of Directors consisting of not less than nine nor more than twelve members.
- 2. For the purpose of nomination and election of directors, the Region:
 - a. Shall elect one-third of the Board of Directors annually, for a three-year term.
 - b. All Directors of the Board shall be required to have Milwaukee as their Region of Record
- 3. The directors shall be nominated and elected by the Members as follows:
 - a. The Election Committee shall prepare slates of nominees for the office of Director, which shall at a minimum, set forth the names of the nominees for each open seat. Not later than June 1, the committee shall deliver the slates to a printer, who shall mail said slates to the Voting Members not later than June 10.
 - b. Any three or more Members may nominate a Member by signing and mailing to the Secretary a nomination paper setting forth the name of the nominated Member no later than July 16.

- c. In the event that the Election Committee has not prepared a complete slate for the Secretary by June 1, the Election Committee shall notify the Board of Directors. The committee shall continue to solicit nominees, and encourage participation pursuant to this subsection b to fill any incomplete slate.
- d. Voting shall be conducted online unless an elector opts to receive and vote via an official paper ballot.
- e. The Election Chairperson shall mail to the Voting Members prior to August 5 preceding any annual meeting, a notice which shall set forth the names of the Members selected by the Election Committee followed by the names of any Members nominated pursuant to this section (b) listed in the order the nominations were received, and followed by the names of the nominators. This notice shall also include instructions for the online voting procedure and instructions on how to obtain an official paper ballot.
- f. If the number of candidates is the same as the number of open seats, balloting of the members will not be done and those candidates will be deemed to be elected to the Board.
- g. Any and All election notices shall be posted on the region website. Postings shall be done in a timely manner.
- h. Each Voting Member shall vote online at the designated site or by using a paper ballot. If using a paper ballot it shall be enclosed in the privacy envelope, then placed in the Member validation return envelope. The Member validation envelope shall include the electors name and their membership number. Mailing of said ballot must bear a postmark of not later than August 25 of the year to which the ballot shall pertain.
- i. Online voting shall close on August 25, at 11:59pm CDT.
- j. The Election Committee shall verify that only current Voting Members have returned ballots or have voted online and have not cast duplicate votes. They shall obtain the vote totals from the online system and in the case of a paper ballot remove the privacy envelope from the return envelope, and deliver the online vote totals and the privacy envelope to the Ballot Committee not later than August 30.
- k. The nominees receiving the greatest number of votes shall be deemed to have been elected to the office of Director for a term of three years commencing with the first Directors meeting in October following said election, and shall hold office until their respective successors take office.
- l. In the event that any two or more Members receive an equal number of votes for the final Board position being elected, the selection between said members for the Director Position shall be made by the Board.
- m. The Ballot Committee shall tabulate the ballots, certify and sign the results, deliver the results to the Secretary and to the Regional Executive, no later than September 6, and inform all nominees in writing of the results of the election.
- n. All privacy envelopes and ballots shall be retained and not made public until such a motion is approved at the Annual Meeting to destroy said ballots and privacy envelopes, at which time all election materials are destroyed.

- o. In the event that a candidate requests a recount, that request must be made within ten days of notification of election results. If the recount is approved by the Board of Directors, the recount shall be accomplished by the Election Committee and witnessed by the Region Counsel.
- 4. Vacancy on the Milwaukee Region Board of Directors – Upon the determination by a majority of the Board of Directors that a vacancy shall be filled, it shall be filled by the affirmative vote of a majority of the remaining Directors, and each Director so elected shall hold office for the unexpired term of the vacant position.
- 5. Action of the full Board is required to:
 - a. expel or suspend a member
 - b. elect or remove Officers or Directors
 - c. approve appointments to Committees and Chairpersonships
 - d. approve election recount requests
 - e. modify election deadline dates .
- 6. Conflict of Interest: It shall be the policy of Milwaukee Region that no Board of Directors member shall have an ownership interest in any organization or company that has any contractual or business relationship with Milwaukee Region, without the approval of the Board of Directors.

ARTICLE IV. OFFICERS

- 1. The Officers of the Corporation shall be the Regional Executive, a Vice-Regional Executive, a Regional Secretary, and a Regional Treasurer. The same person may hold any two offices, other than the offices of Regional Executive and Secretary and the offices of Regional Executive and Vice-Regional Executive.
- 2. The Board shall elect the foregoing officers of the Corporation from its members at the October meeting. Unless sooner removed by the Board, all officers shall serve from installation until their successors take office.
- 3 The principal duties of the officers shall be as follows:
 - a. Regional Executive. The Regional Executive shall perform such duties as usually devolve on the president of a corporation and shall preside at all meetings of the Board and Members, and shall have general supervision of and coordinate the activities of the Corporation with that of the SCCA.
 - b. Vice-Regional Executive. The Vice-Regional Executive shall discharge the duties of the Regional Executive in the event of the latter's absence or disability, and that performance by any Vice-Regional Executive of any duty of the Regional Executive shall be conclusive evidence of the absence or disability of the Regional Executive at the time of performance of such duty. The Vice-Regional Executive shall be responsible for maintaining the Regions' Guidelines Manual, which includes the inventory of the Corporation's physical assets.
 - c. Regional Secretary. The Secretary shall countersign all conveyances by the Corporation, keep a record of all meetings of the Board and Members, give notice of all meetings of the Board and Members, and perform such other duties as usually devolve upon the office of Secretary. Any member of the Board may perform the duties of Secretary in the event of the latter's absence or disability.

d. Regional Treasurer. The Regional Treasurer shall have custody of and account for all monies, credits, valuable papers, and property of the Corporation, and shall perform such other duties as usually devolve upon the office of Treasurer.

4. Any officer or Director may be removed for just cause from office at any time, by a two-thirds vote of the Board at any regular or special meeting. Any officer or Director who misses any two consecutively scheduled Board meetings unexcused by the Regional Executive shall be deemed removed from office.

5. The Board may appoint such other and additional officers and give to such officers such powers and duties, which shall not be inconsistent with the law or the Articles of Incorporation or these Bylaws, as the Board from time to time shall deem to be for the best interest of the Corporation.

ARTICLE V. Meeting of the Board of Directors

1. Regular meetings of the Board shall be held at least five times a year. Newly elected Directors shall be seated and Officers shall be elected at a Full Board meeting held in October.

2. Special meetings of the Board may be called by the Regional Executive, Secretary, or by any three Directors.

3. Notice of the place and time of each regular and or special meeting of the Board shall be given by the Regional Executive or the Secretary to each Director in any of the following methods:

a. By delivering or telephoning to the Director personally not less than twelve hours before the meeting.

b. By mailing such notice not less than three days before the meeting.

c. By electronic transmittal if such notice not less than twenty-four hours before the meeting.

d. By announcement to the Directors present at a regular meeting and notice by one of the foregoing methods to those not present.

4. A majority of the Directors shall constitute a quorum at any meeting of the Board. If less than a quorum shall be present, a majority of the Directors present, without notice other than announcement at such meeting, may adjourn such meeting to another time and, if necessary, to another place.

5. A meeting of the Executive Committee shall not be substituted for a regular meeting of the Board.

ARTICLE VI. EXECUTIVE COMMITTEE

1. There shall be an Executive Committee consisting to the Regional Executive, Vice-Regional Executive, Regional Secretary, and Regional Treasurer, together with three Board Members elected by the Board. The members of the Executive Committee shall hold office at the pleasure of the Board. Only the Board may fill vacancies in the Executive Committee. The Regional Executive shall chair the Executive Committee.

2. So far as permitted by law and except as limited by these Bylaws, where action by the Board is expressly required, the Executive Committee may exercise all the powers of the Board in the management of the property and affairs of the Corporation during the intervals between meetings of the Board.

3. Action of the full Board is required to:
 - a. expel or suspend a member
 - b. elect or remove Officers or Directors
 - c. approve appointments to Committees and Chairpersonships
 - d. approve election recount requests
 - e. modify election deadline dates .
4. Meetings of the Executive Committee may be called by the Regional Executive or the Secretary.
5. Notice of the meeting shall be given by the Regional Executive or the Secretary to each member of the Executive Committee by telephone or in person.
6. A majority of the members of the Executive Committee shall constitute a quorum at any meeting of the Executive Committee. The Executive Committee may take action without meeting if a majority of the members thereof express approval of such action. All members of the Executive Committee shall be informed of any such decision or action taken, prior to the next Board meeting.
7. The Executive Committee shall notify the full board of any actions taken by the Executive Committee.

ARTICLE VII. STANDING COMMITTEES and REGIONAL EXECUTIVE APPOINTMENTS

1. The Regional Executive, with the approval of the Board, shall appoint Members to the following Chairpersonships and committees, each of which shall have the duties assigned therein or by the Board, and the Members so appointed shall serve until their successors have been appointed.
 - a. Election Committee. The Election Chairperson shall be appointed within thirty days of the Regional Executive taking office. The Election Committee shall be selected by the Chairperson not later than March 1, and consist of three to seven Members. No member of the Election Committee shall be a member of the Board of Directors, or a nominee. The committee shall be responsible for preparation of the slate of candidates, ballots and counts pursuant to Article III. The Chairperson and committee members shall be announced in the Regional publication not later than the April issue.
 - b. Membership Chairperson. The Membership Chairperson shall be appointed within thirty days of the Regional Executive taking office, and shall review all membership applications and shall recommend to the Board whether each person proposed for membership shall be approved.
 - c. Activities Chairperson. The Activities Chairperson shall be appointed within thirty days of the Regional Executive taking office.
 - d. Competition Committee. The Committee shall consist of no less than five members. One member shall be the Novice Competition Licensing Chairperson. The Competition Committee and Chairperson shall be appointed within thirty days of the Regional Executive taking office. The Competition Committee is an advisory group to oversee and maintain consistency in club racing events. The Committee shall meet each year in

January or February to review the supplementary regulations for road racing in the upcoming season. Other meetings shall be held as deemed necessary.

- e. Novice Competition Licensing Chairperson. The Novice Competition Licensing Chairperson shall be appointed within thirty days of the Regional Executive taking office, and shall issue novice permits and perform other such duties as determined by the Board.
 - f. Solo Chairperson / Committee. Those Region Members interested in Solo shall meet at a designated time and place each year before the Annual meeting. The annual solo meeting shall be chaired by a member of the Board, by appointment of the Regional Executive. Those Region Members present shall nominate candidate(s) for Solo Chairperson and present those nominees to the Regional Executive. The Regional Executive within thirty days of taking office shall appoint a Solo Chairperson. The Regional Executive shall appoint a Solo Committee consisting of such positions as deemed necessary or advisable. The Solo Committee is an advisory group to oversee and maintain consistency in Solo events.
 - g. Rally Chairperson / Committee. Those Region Members interested in Rally shall meet at a designated time and place each year, before the Annual meeting. The annual Rally meeting shall be chaired by a member of the Board, by appointment of the Regional Executive. Those Region Members present shall nominate candidate(s) for Rally Chairperson and present those nominees to the Regional Executive. The Regional Executive within thirty days of taking office shall appoint a Rally Chairperson. The Regional Executive shall appoint a Rally Committee consisting of such positions as deemed necessary or advisable. The Rally Committee is an advisory group to oversee and maintain consistency in Rally events.
 - h. Region Counsel. The Region Counsel shall be appointed within thirty days of the Regional Executive taking office. The Region Counsel shall act as legal representative and general advisor to the Corporation and perform other such duties as determined by the Board.
2. The Regional Executive shall appoint Members to serve as Administrator of such race specialties as deemed appropriate. Such appointments shall be made within thirty days of the Regional Executive taking office.
 3. The Board may establish such other committees and confer upon them such duties, not inconsistent with these Bylaws, as the Board from time to time may deem necessary or advisable.

ARTICLE VIII. DUES

1. The annual dues of Members shall be fixed by the Board in accordance with the annual request from the SCCA National Office.
2. The dues for dual members shall be billed on November 1st, and are due within thirty days.

ARTICLE IX. MISCELLANEOUS

1. Any notice which may be given by mail for pursuant to the Bylaws, shall be deemed sufficient if addressed to a Member at his address as the same appears on the books of the Corporation, and deposited in the U.S. Mail securely enclosed in an envelope with postage paid. Whenever a communication must be mailed by a given date, it must bear a postmark no later than that date.

2. Definitions. Unless inconsistent with the context, the following words shall be taken to have the following meanings:

- a. SCCA – Sports Car Club of America, Inc.
- b. Corporation or Region - Milwaukee Region - Sports Car Club of America, Inc.
- c. Member – A regular member in good standing, including for all purposes except payment of dues, Honorary Life Members
- d. Board – Board of Directors of the Corporation
- e. Secretary – Regional Secretary
- f. Director – Board Member
- g. Voting Member - A Regular, Spouse, or Lifetime Member in good standing of the Milwaukee Region - SCCA, Inc.

ARTICLE X. AMENDMENTS

1. These Bylaws may be amended, and other and further Bylaws may be enacted by a two-thirds vote of the Board, or by a majority vote of the Members present at any annual or special meeting of the Members.

Amended July 10, 2012