

treasurer may select with the Board of Governors approval.
Section 6. Contracts. The regional executive may authorize any officer or officers, agents 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.

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 appoint an executive committee consisting of the regional executive, assistant regional executive, secretary, treasurer and certain committee chairmen who as a minimum shall be the race board, solo board and rally board chairman. 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 procedures 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 distributed to all region staff personnel requiring access to information contained in the document.

ARTICLE VII Fiscal Year

The fiscal year of the region shall be 1 June through 31 May.

ARTICLE VIII Personal Liability

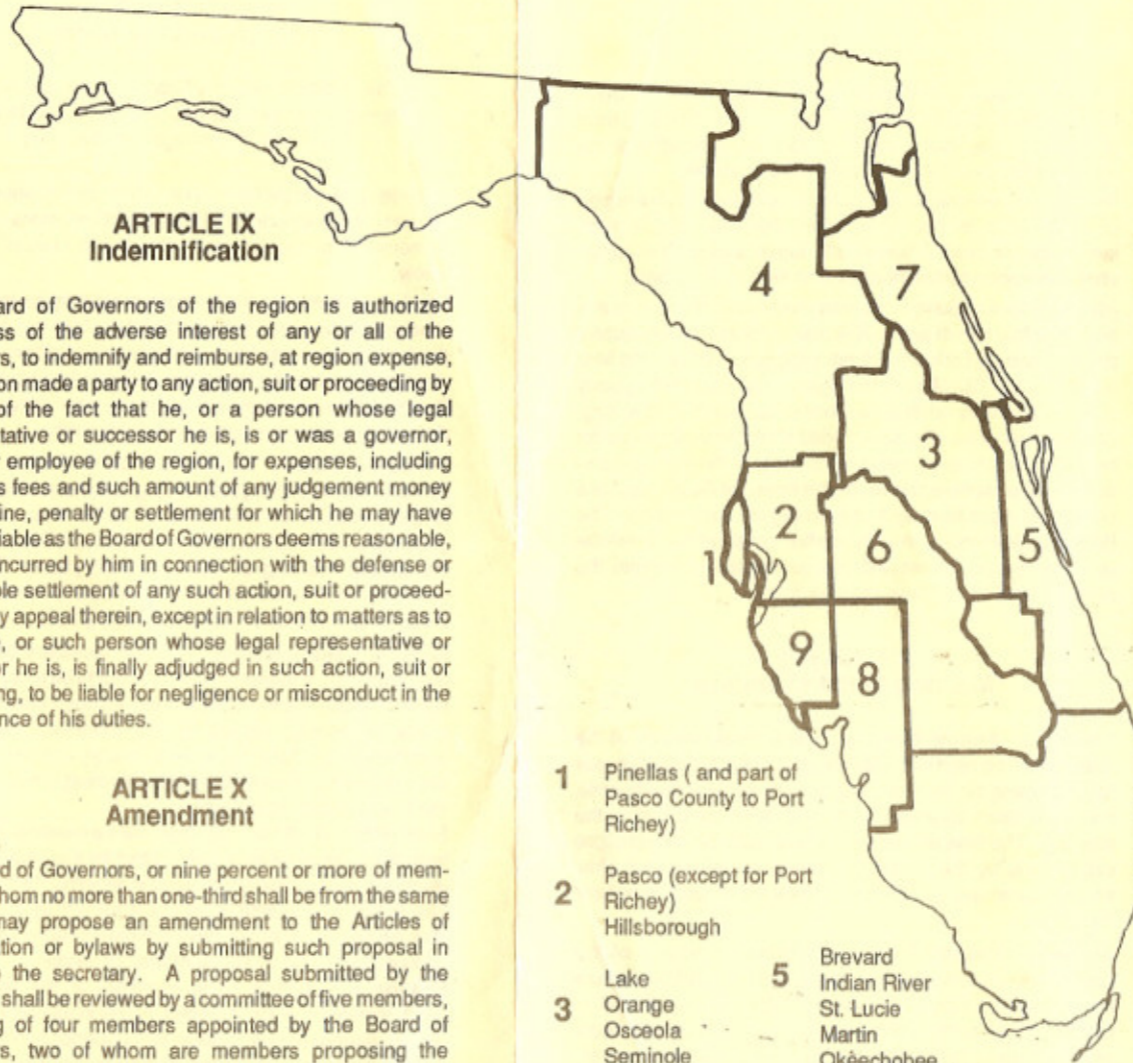
All persons or corporations extending credit to, contracting with, or having any claim against the region or the Board of Governors shall look only to the funds and property of the region for payment of any debt, damages, judgement, or decree, or any other money that may otherwise become due or payable to them from the region or the Board of Governors, so that neither the members of the region nor the Board of Governors, 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

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 whom 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 by mailing notice of the proposal and a form of ballot to all members. Each member shall be entitled to one vote on each proposal submitted to the membership. At least thirty days shall be allowed for voting. Ballots shall be mailed 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.



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

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

AS AMENDED TO AND INCLUDING
JULY 1991



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

**ARTICLE I
Name, Purpose, Emblem and Seal**

Section 1. Name. The name of the club shall be Central Florida Region, SCCA, Incorporated.

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, Solo I and Solo II, Concours and other forms of automobile competition, by dissemination of information through news releases and Club publications and through related social and recreational activities for the instruction and enjoyment of its members.

Section 3. Emblem. In shape, a variation of the "Ancient French" with a silhouette of the State of Florida Sanquine (dark red) on a field of Argent (white), the state 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".

**ARTICLE II
Membership**

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 husband and wife are members of the region, the Board of Governors may establish lower dues for one spouse. The Board of Governors may also establish 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 or her resignation shall 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**

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 written notice of each annual and special meeting stating the place, hour, date and purpose thereof shall be mailed by the secretary to every member 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, a quorum shall be 10 percent of the region's membership as of the immediately previous September. All action, except amendment of the articles of incorporation and amendment of these bylaws, shall be by majority of those present and voting. Presence and 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 of the 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.

Section 4. Nominations. Any five members of a district may nominate a member of 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 shall prepare ballots for each district, listing in alphabetical order all duly nominated candidates for Governor and/or Lieutenant Governor in such district and shall mail such ballots 45 days before the date of the annual meeting to all members of the district. Ballots shall be 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 at the address designated in the ballot 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.

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 for a term ending at the next annual meeting. 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.

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 at the pleasure of the Board of Governors and until their successors shall qualify.

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 a designated alternate shall attend all meetings of the members and Board of Governors, shall record minutes thereof in a book kept for that purpose, shall supervise the keeping of a current role of all members, and the giving of notice of all meeting as required by law or these bylaws, be custodian of all the region's records and shall have custody of the corporate seal.

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