

BYLAWS OF
SOUTHEAST DIVISION OF THE SPORTS CAR CLUB OF AMERICA, INC.
(A NOT FOR PROFIT CORPORATION)

ARTICLE I

INTRODUCTION

These Bylaws constitute the code of rules adopted by Southeast Division of the Sports Car Club of America, Inc. for the regulation and management of its affairs.

This Corporation will have the purpose or powers as may be stated in its Articles of Incorporation and such powers as are now or may be granted hereinafter by law.

The primary purpose of this corporation is to own, operate and maintain equipment and other property exclusively for the use of its members, and to promote the competition of sports cars under the rules and regulations of the Sports Car Club of America, Inc.

ARTICLE II

OFFICERS AND AGENCY

The principal office of the corporation in the state of Georgia shall be located at 771 White Blossom t. Powder Springs, GA 30127. The Corporation may have such other offices, either inside or outside the State of Georgia, as the Board of Directors may direct or as the affairs of the Corporation may require from time to time.

The Corporation has a registered office, and a registered agent whose office is identical with such registered offices as required by the Non-Profit Corporation Act. The registered offices may be, but need not be, identical with the principal office in the State of Georgia, and the address of the registered office and agent be changed from time to time by the Board of Directors.

ARTICLE III

MEMBERSHIP

The Members of the Corporation are those corporations or associations having membership rights in accordance with the provisions of these Bylaws

The Corporation will have one class of membership, designated as Regions of the Sports Car Club of America, Inc. located in the Southeast Division, as defined by the Sports Car Club of America, Inc.

Each Member/Region shall be represented by a Regional Executive, selected pursuant to the rules and regulations of each individual Region. Each Regional Executive shall be a director of this Corporation. The respective Regional Executives shall exercise the voting rights of the Regions through the Regional Executive's membership on the Board of Directors of the Corporation.

Any Member/Region may resign by filing a written resignation with the Board of Directors, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments or other charges theretofore accrued and unpaid. Upon resignation, that Member/Region shall have no claim at the time or any subsequent time to any of the assets of the Corporation, and such Member/Regions agrees to immediately return any assets it may have to the Corporation. A Member/Region may rejoin the Corporation by a majority vote of the Member/Regions.

ARTICLE IV

MEETINGS OF MEMBERS/REGIONS

Membership meetings shall be conducted as meetings of the Board of Directors, by and through the participation of the Regional Executives, the selected representatives of the Member/Regions.

If a Regional Executive is unable to attend a meeting, that Regional Executive's personal proxy may be taken to such meeting by the person selected by the respective Member/Region pursuant to the rules and regulations of that Member/Region. Absentee ballots may be approved by the Board of Directors.

ARTICLE V

BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by its Board of Directors.

The number of Directors shall be 18, or such other number as shall be equal to the number of Regional Executives of the Regions of the Southeast Division of the Sports Car Club of America, Inc. so long as each such Region is in good standing with the Sports Car Club of America, Inc. and a member of the Corporation. Each Director shall hold office until his/her successor shall have been elected by the respective Region. Directors shall be the Regional Executives of the Member/Regions of the Corporation.

The Chairman of the Board of Directors shall be one of the Director(s) of Area III, or Area XII of the Sports Car Club of America, Inc. selected as provided herein, with the other Director serving as Vice-Chairman. The Chairman shall not be a voting member of the Board of Director except in case of a tie vote by the voting member of the Board. In the event of a tie vote, the Chairman may vote to break the tie, but shall not be required to vote, in which case the tie vote would remain, and the motion would fail. The Vice-Chairman shall be a voting member of the Board.

The Chairman of the Board of Directors shall be elected by a vote of the Board of Directors, to be carried out by secret ballot. Such vote will be held annually, at the conclusion of the Corporation's annual meeting and the results will take effect at that time.

A regular annual meeting of the Board of Directors shall be held without other notice than this bylaw. The Board of Directors may provide by resolution the time and place, within or without the State of Georgia, for the holding or additional regular meetings of the Board without other notice than such resolution.

Special Meetings of the Board of Directors may be called by or at the request of the Chairman of the Board or six (6) of the Directors. The person or persons authorized to call a special meeting of the Board may fix the place, either within or without the State of Georgia, as the place for holding any special meeting of the Board called by them.

Notice of any special meeting of the Board of Directors shall be given at least fourteen (14) days previously thereto by written notice delivered personally or sent by mail or facsimile to each Director at his address as shown by the records of the Corporation. If by mail, such notice shall be deemed to be delivered when deposited with the United States mail in a sealed envelope so addressed, with postage thereon prepaid. Any Director may waive notice of any meeting. The attendance of any Director at any meeting shall constitute a waiver of notice of any 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. The business to be transacted at, or purpose of, any regular or special meeting of the Board shall be identified in the notice.

Special meetings may also be held by conference call by the Board of Directors. In the event of the need for such a special meeting, the Secretary shall attempt to notify each Director of the date and time of such conference call not less than twenty-four (24) hours prior to such call and shall certify to the Chairman of the Board his/her attempts to reach each Director and the results of those attempts. At the time of such conference call, the regular quorum provisions of this Article shall apply.

Nine (9) members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than nine (9) of the Directors are present at said meeting, said meeting shall be adjourned until further notice.

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 greater number is required by law or by these bylaws.

Any vacancy occurring on the Board of Directors or any directorship to be filled by reason of a change in the position of Regional Executive of any Region as herein defined, shall occur automatically when any such Regional Executive is selected or replaced by the Region. A Director elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office.

In the event the Chairman of the Board should vacate that office, the Vice-Chairman shall automatically become the Chairman and the office of Vice-Chairman shall remain vacant until such time as an election is held to fill that position.

Should there be a motion made during any regular or special meeting for a recall of the Chairman of the Board of the Directors, such motion shall require an affirmative vote for recall of $\frac{3}{4}$ (three fourths) of the membership of the Board of Directors.

Directors and officers shall not receive any compensation for their services in the form of salaries, but nothing herein contained shall be construed to preclude any Director from serving the Corporation in any capacity and receiving compensation therefore or from having his/her authorized expenses, as authorized by the board. In the event of legal action against any member(s) of the Board of Directors and/or officer(s), either individually or in their official capacity within the Corporation, the Corporation shall fully indemnify said Director(s) and officer(s) for all lawful acts undertaken within the scope of the official capacity on behalf of the Corporation.

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 the Directors.

ARTICLE VI

OFFICERS

The officers of the Corporation shall be a President, a Vice-President, a second Vice-President, a Secretary, a Treasurer, and such other officers as may be selected or elected in accordance with the provisions of the Article. The Board of Directors may elect or appoint such other officers as it shall deem desirable, such officers to have the authority and perform the duties prescribed. Any two or more offices may be held by the same person, except the offices of President and Secretary. The officers will be non-voting members of the Board of Directors, except as provided herein.

The officers of the Corporation, except the President, who shall be the Chairman of the Board of Directors of the Corporation and the Vice President, who shall be the Vice-Chairman of the Board of Directors of the Corporation, and the second Vice President, who shall be the Executive Steward of the S.E. Division, shall be elected annually by the Board of Directors at the regular annual meeting. All officers shall be members of the Sports Car Club of America, Inc. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as may be convenient. Each officer shall hold office until his successor shall have been duly elected and shall have qualified.

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 members and 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 has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by the bylaws or by statute to some other officer or agent of the Corporation; and in he/she 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.

In the absence or incapacitation of the President, or in the event the President certifies to the Secretary his/her inability to perform the duties of President, 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 restrictions upon the President.

Then Treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board of Directors shall determine, the cost of said bond to be paid by the Corporation. He/she shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VII of these Bylaws; 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/her by the President or the Board of Directors.

The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records and of the Seal of the Corporation and see that the Seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its Seal is duly authorized in accordance with the provisions of these Bylaws; keep a register of the address of each Regional Executive which shall be furnished to the Secretary by such member, 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/her by the President or by the Board of Directors.

The Secretary and the Treasurer may select Assistant Secretaries and Assistant Treasurers to assist in the performance of the duties and responsibilities, with approval of the Board of Directors. The Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums, the cost of said bond to be paid by the Corporation, as the Board of Directors shall determine. The Assistant Treasurers and Assistant Secretaries shall perform such duties as shall be assigned to them by the Treasurer, the Secretary, by the President or the Board of Directors.

ARTICLE VII

COMMITTEES

The Chairman of the Board of Directors, may designate and appoint one or more committees for the purposes of studying particular subjects, reviewing proposals, or otherwise assist the full Board in acquiring the information necessary to properly fulfill its duties and responsibilities. The designation and appointment of any such committee shall not operate to relieve the Board of Directors of any of the duties and responsibilities imposed upon it by law or by these Bylaws.

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

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

Unless otherwise provided by the Chairman of the Board in designating an appointing the committee, a 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.

Each committee may adopt rules for its own government not consistent with these Bylaws or with rules imposed by the Chairman of the Board of Directors.

ARTICLE VIII

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the 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 instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President of the Corporation.

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.

The Board of Directors mat 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 IX

CERTIFICATES OF MEMBERSHIP

Certificates of membership will not be issued by the Corporation.

ARTICLE X

BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account as well as keep minutes of the proceedings of its members, Board of Directors and committees of the Board of Directors. All books and records of the Corporation may be inspected by ant member, or his agent or attorney, for any purpose at any reasonable time.

ARTICLE XI

FISCAL YEAR

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

ARTICLE XII

SEAL

The Board of Directors shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereof the name of the Corporation and the words "Corporate Seal".

ARTICLE XIII

WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Georgia Non-Profit Corporation Act or under 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 XI

ADMENDMENTS TO BYLAWS

These Bylaws may be altered, amended or replaced and new Bylaws may be adopted by the Board of Directors by resolution and vote of _____ to _____ on _____ at _____.

DIRECTORS

Approving:

Dissenting:

By the Board of Directors this _____ day of _____, 20__.

President