



BLUE RIDGE REGION
of the
SPORTS CAR CLUB OF AMERICA, INCORPORATED

BYLAWS



Effective August 22, 2021

ARTICLE I

Name, Purpose, Emblem and Seal

Section 1. Name. The name of the Region shall be the BLUE RIDGE REGION (Region), which shall be a subsidiary affiliated organization of the SPORTS CAR CLUB OF AMERICA, INCORPORATED (SCCA or Club), participating in the Club's purposes and activities, operating within its rules, and having rights and privileges within geographical boundaries as stipulated by the Club.

Section 2. Purposes. The nature of activities and purpose of the Region shall be to promote interest in sports cars and other fine automobiles, and to encourage their safe and skillful operation. The Blue Ridge Region Board of Directors (Board of Directors or Board) shall develop, arrange, and regulate various forms of automotive competition. The Board shall also disseminate relevant information through related social and recreation activities for the instruction and enjoyment of regional Regular Members and others.

Section 3. Emblems. Emblems may be adopted and authorized from time to time by the Board of Directors or by vote of the membership.

Section 4. Corporate Seal. The corporate seal shall be circular in form being inscribed with the name "Blue Ridge Region", the year of incorporation and the word "Virginia". The Secretary, with the approval of the Board of Directors, may change the form of the seal at any time.

Section 5. Exempt Organization. No part of the net earnings of the Region shall inure to the benefit of or be distributable to its Members, trustees or 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 of this Article. No substantial part of the activities of the Region shall the participation in, or intervention in (including the publishing or distribution of statements) any political campaign on the behalf of any candidate for public office. Notwithstanding any other provision of these Bylaws, the Region shall not carry on any other activities not permitted by a corporation exempt for Federal Income Tax under Section 501(c)(7) of the Internal Revenue Code.

ARTICLE II

Club and Regional Membership

Section 1. Classes of Members.

- (a) **Regular Members.** Any individual interested in and capable of furthering the purposes of the Region and the Club shall be eligible for Regular Membership. The types and privileges of Regular Members in good standing are specified in the SCCA Operations Manual. All Life Members shall be considered Regular Members.
- (b) **Life Members.** Life membership may be conferred by vote of a majority of the

Members present and voting at any regularly constituted meeting of the Region, and shall carry all rights and privileges of active membership, and shall excuse the holder from payment of Regional dues. Life membership shall expire upon death of the member or termination of his or her Club membership.

Section 2. Membership Process. Any person eligible for Regular Membership in the Club may apply according to the procedures specified in the SCCA Operations Manual. A person accepted for Regular Membership shall also become a Regular Member of the region (Member) of his or her choice. Regular Members of the SCCA must continue to hold membership in a region unless specifically exempted from this requirement by the Club. The Regional membership period shall be concurrent with the Club's membership.

Section 3. Club and Regional Dues.

- (a) Regular Membership dues shall be payable annually in such amounts as the Club establishes, as set forth in the SCCA Operations Manual.
- (b) Regional dues for Members shall be established by the Board of Directors and revised from time to time as necessary. Dues shall be published in Region publications and communications.
- (c) No refund of Club or Regional dues shall be made under any circumstances.

Section 4. Termination, Suspension and Renewal.

- (a) Any Member may resign by letter addressed to the Secretary or Club. The resignation shall be effective upon receipt thereof.
- (b) The membership term is twelve months from the end of the month during which dues are received. Membership shall automatically lapse for nonpayment of dues.
- (c) The membership of any Member indebted to the Region or the Club and delinquent for more than sixty days shall automatically lapse and the Member shall forfeit all dues and fees already paid.
- (d) The Board of Directors or the Club may suspend a Member at any time for infraction of any Region or Club rule, or any other cause if the suspending body deems the action in the best interests of the Region or the Club. The suspending body shall afford the Member a reasonable opportunity to be heard by it or a committee appointed by it, in person or through a representative, prior to taking action unless it deems it imperative to suspend the Member before a hearing can be held. The suspending body shall immediately notify a Member who has been suspended, in writing, of the suspension. The suspended Member shall then be entitled to a reasonable opportunity to be heard, in person or through a representative, by the Board of Directors, the Club or an appointed committee. The Board of Directors may thereafter continue for a definite term, terminate, or rescind the suspension, or expel the Member, and its decision shall

be final. If the Club is the original suspending body, and a hearing is held prior to any action, then the Club may suspend for a definite term or expel the Member without affording a second opportunity to be heard.

- (e) A Regular Membership shall automatically lapse if the Member ceases to be a Member in good standing of the Region, unless the Member has specifically been exempted from this requirement according to Section 2 of this Article.
- (f)

ARTICLE III

Regional Meetings of the Members and Voting Rights

Section 1. Annual Meeting. The annual meeting of the Members shall be held during the first quarter of each calendar year to announce the election of Officers, reports of Officers and committees, and such other business as lawfully may come before the meeting. The time and place of the meeting shall be determined by the Board of Directors.

Section 2. Special Meetings. Special meetings of the Members may be called at any time by the Board of Directors on its own motion and must be called by the Board upon petition of ten or more active Members in good standing.

Section 3. Notice. The Secretary shall provide notice of each annual meeting and special meeting stating the place, day, hour, date and purpose of the meeting to every Member, not less than fourteen nor more than forty-five days before such meeting. Any official notification or communication referenced herein and hereinafter in these Bylaws as being “in writing” may be in either written or electronic media (e.g., email) form. Notice may be communicated to Members in person, by US postal mail or other method of delivery, by email or other electronic means, or any other routine Region publication or communication. 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. Each Member shall have one vote on each matter submitted to a vote of the Members. At all meetings, the Members who are present shall constitute a quorum. All actions except as otherwise provided by law, Region Charter or these Bylaws, shall be by a majority of those Members present and voting. Presence and voting by proxy may be allowed at the discretion of the Board of Directors.

ARTICLE IV

Regional Board of Directors

Section 1. Jurisdiction. The business, affairs and property of the Region shall be managed by Officers of a Regional Board of Directors, consisting of seven Members elected in the manner set forth in this Article.

Section 2. Officers. Officers of the Board of Directors shall consist of a Regional Executive, an Assistant Regional Executive, a Secretary, a Treasurer and three Directors, all of which shall be Members in good standing of the Region and the Club.

Section 3. Terms. The Regional Executive and two Directors shall be elected during odd numbered years, and the Assistant Regional Executive, Secretary, Treasurer and a Director shall be elected in even numbered years. The normal term for Officers of the Board of Directors shall commence during the Regional annual meeting following their election and shall terminate on the second succeeding annual meeting. No Member shall be elected to or hold more than one elected office at the same time.

Section 4. Nominations.

- (a) By September 1, the Secretary shall provide a nomination procedure approved by the Board of Directors to all Members. A nominating committee appointed by the Board of Directors, or any Member in good standing, may nominate a Member to be a candidate for election as an Officer.
- (b) By October 1, all nominations shall be submitted to the Secretary. The Secretary shall confirm the consent of the nominee to serve as an Officer.

Section 5. Election.

- (a) By October 15, the Secretary shall prepare and provide to the Members ballots listing in alphabetical order all duly nominated candidates for Officers. Ballots may be provided by any of the means for notice set forth under Article 3, Section 3. Each Member may cast as many votes as there are Officers to be elected but no more than one for any candidate.
- (b) After November 15, only the ballots cast and consequently received by the Secretary by this election date shall be counted toward the election of new Officers. Open offices shall be filled by the candidate or candidates receiving the highest number of votes of the Members voting. In the event of a tie, the candidate with the greater consecutive years as a Regular Member in good standing shall be elected as an Officer. The Secretary shall provide the results of the election to the Members concurrently with the annual meeting.
- (c) If an elected Officer dies or resigns prior to the commencement of his or her term, a further election shall be held as soon as possible to fill the vacancy. If the Region Executive dies, resigns, moves from the Region or otherwise is unable to act, the Assistant Regional Executive shall succeed to the office of Regional Executive for the unexpired term. If any other elected Officer dies, resigns, moves from the Region or otherwise is unable to act, the Regional Executive, with the approval of a majority of the Board of Directors, shall appoint a Member in good standing from the Region to fill the vacant office for the unexpired term.

Section 6. Meetings and Quorum.

- (a) Meetings of the Board of Directors may be held on a regular basis as determined by the Regional Executive for the purposes of management of the business and affairs of the Region as set forth in Article IV, Section 1.
- (b) A majority of the Board of Directors shall constitute a quorum, which may act in any manner within its competence by vote of a majority of the Board of Directors present while a quorum is present.

Section 7. Removal of Officer. The Board of Directors may remove an Officer from office on the basis of physical or mental capacity to serve, conflict of interest, conviction of a felony, or behavior detrimental to the Region or deemed not in the Region's or the Club's best interests. The Secretary shall provide written notice to the Board of Directors of a meeting for the purpose of removal of an Officer in question at least thirty days before such meeting. The Officer in question shall be given an opportunity to be heard at the meeting, but shall have no vote on the question to remove. The Officer in question shall be removed by an affirmative vote of at least two-thirds of those Officers voting.

ARTICLE V

Regional Officers

Section 1. Duties of the Regional Executive. In general, the Regional Executive shall be the Chief Executive Officer of the Region and will perform his or her duties in accordance with the SCCA Operations Manual and the administrative policies established by the Club. Specifically, the Regional Executive shall:

- (a) Supervise and direct the Board of Directors with respect to jurisdiction and management of the business and affairs of the Region as set forth in Article IV, Section 1;
- (b) Preside at all meetings of the Members and Board of Directors. In the absence of the Secretary from any such meeting, the Regional Executive shall appoint a Secretary pro-tempore;
- (c) Attend regularly scheduled meetings of the Southeast Division of the Club or, if unable to attend, appoint an Officer to attend;
- (d) Sign, as authorized by the Board of Directors and as specified in the SCCA Operations Manual, any deed, mortgage, bond, contract or other instrument incident to the business and affairs of the Region; and
- (e) By December 31 of each calendar year, submit to the Club the following updated information and documentation for the purpose of obtaining the Region Charter for the

upcoming calendar year:

- i. Confirmation that Regional taxes were properly filed for the prior year;
- ii. A determination that the Regional corporation status is a non-profit organization exempt from Federal Income Tax under Section 501(c)(7) of the Internal Revenue Code;
- iii. A certificate of Good Standing from the Virginia State Corporation Commission; and
- iv. Current Regional Bylaws as amended by the Board of Directors and adopted by the Members as set forth in Article XI.

Section 2. Duties of the Assistant Regional Executive. The duties of the Assistant Regional Executive shall be those assigned by the Regional Executive. In the absence of the Regional Executive, the duties of the Regional Executive shall be performed by the Assistant Regional Executive.

Section 3. Duties of the Secretary. The Secretary shall:

- (a) Attend all meetings of the Members and Board of Directors and properly record the minutes thereof;
- (b) Keep a current roll of all Members of the Region;
- (c) Ensure the requirements for nominations and elections set forth in Sections 4 and 5 of Article IV are met in a timely manner;
- (d) Provide proper notice of all meetings of the Members as required by law or by these Bylaws;
- (e) Have custody of the Regional corporate seal; and
- (f) Perform all other duties incident to the office.

Section 4. Duties of the Treasurer. The Treasurer shall:

- (a) Subject to the direction of the Board of Directors, have custody and control of all assets and liabilities of the Region;
- (b) Report on the financial status of the Region at the annual meeting and if requested, at any meeting of the Board of Directors;
- (c) File an annual IRS form 990-N ePostcard by April 15th of each calendar year in order to maintain the Region's 501(c)(7) status;

- (d) Submit an annual filing, including updates to officer contact information, with the Virginia State Corporation Commission in order to maintain the Region's Corporation status;
- (e) Obtain proof of IRS form 990-N ePostcard filing for the most recent calendar year for submission to the Club as set forth in Section 1(e) of this Article;
- (f) Obtain a Certificate of Good Standing from the Virginia State Corporation Commission for submission to the Club as set forth in Section 1(e) of this Article;
- (g) If requested by the Board of Directors, submit the Region's books and records to an auditing committee composed of individuals or accountants selected by the Board.

Section 5. Duties of the Directors. The duties of a Director shall be those assigned by the Regional Executive.

ARTICLE VI

Regional Administration

Section 1. Regional Board of Directors. Under the supervision and direction of the Regional Executive, the Board of Directors, through implementation and execution of the policies of the Club, shall administer the business and affairs of the Region as set forth in Section 1 of Article IV.

Section 2. Appointment of Committees. The Board of Directors shall appoint Members to committees as shall be necessary to promote and regulate activities of the Region and to advise and assist the Board concerning the affairs of the Club and the Region.

Section 3. Committees. The jurisdiction, tenure, rules and procedures of such committees shall be established by the Board of Directors. The Regional Executive shall designate one Member of each committee as chairperson. All reports or action taken by any committee shall be by consent of a majority of the committee and shall be subject to the approval of the Board of Directors.

Section 4. Operations Manual. The Board of Directors shall recognize the SCCA Operations Manual as the official operating guide for all areas of Regional administration. The Board of Directors shall further the guiding principle of the Club: the ultimate direction of the Club and the Regions rest with its Members. In furthering this principle, the SCCA Operations Manual provides an equitable system of administrative due process.

Section 5. Conflict of Interest. No Officer may participate in or attempt to influence any decision by the Board of Directors which affects his or her own personal business interests, or otherwise use his or her official position for personal gain.

ARTICLE VII

Fiscal Year

The fiscal year of the Region shall be the calendar year ended December 31.

ARTICLE VIII

Personal Liability

All persons or corporations extending credit to, contracting with, or having any claim against the Region or the Board of Directors, shall look only to the funds and property of the Region for the payment of any debt, damage, judgment, or decree, or any other money that may otherwise become due or payable to them from the Region or the Board of Directors, so that neither the Members of the Club nor the Board of Directors, present or future, shall be personally liable therefor.

ARTICLE IX

Indemnification

The Region or the Club may indemnify an Officer, Member or agent of the Club against liabilities, including judgments, settlements, penalties, fines and reasonable expenses and legal fees incurred with respect to any threatened, pending or completed action, suit or proceeding whether civil, criminal, administrative or investigative and whether formal or informal. Such indemnification is permitted if the person seeking indemnification conducted him or herself in good faith, reasonably believed, with respect to conduct in his or her official capacity for the Club, that his or her conduct was in the Club's best interests, or with respect to conduct in other capacities, that his or her conduct was, at least not opposed to the Club's best interests, and with respect to criminal proceedings, that he or she had no reasonable cause to believe his or her conduct was unlawful. The termination of a proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not be determinative of whether the foregoing standard of conduct has been satisfied.

The Club shall not indemnify a Director, Officer, employee or agent in connection with a proceeding by or in the right of the Club, in which such person is adjudged liable to the Club, or any proceeding charging improper personal benefit to that person, in which he or she is adjudged liable or, the basis that he or she improperly received personal benefit(s).

However, the Club shall indemnify a Director, Officer, employee or agent who was wholly successful, on the merits or otherwise, in defense of any proceeding to which he or she was a party, against reasonable expenses incurred by him in connection with the proceeding.

The indemnification of a person, permitted by the foregoing provisions, must be authorized in the specific case after a determination has been made that indemnification is permissible under the

circumstances because the applicable standard of conduct was met. This determination shall be made by the Board of Directors by majority vote of a quorum, which quorum shall consist of Directors not parties to the proceeding, or if a quorum cannot be obtained, by a majority vote of a committee of the Board of Directors designated by the Board, which committee shall consist of two or more Directors not parties to the proceeding; except that Directors who are parties to the proceeding may participate in the designation of Directors for the committee.

If the quorum cannot be obtained or the committee cannot be established, or if such quorum or committee so directs, the determination shall be made by independent legal counsel selected by a vote of the Board of Directors or the committee, or if a quorum of the full Board cannot be obtained or a committee cannot be established, by independent legal counsel selected by a majority vote of the full Board, or by the Members.

If the determination that indemnification is permissible is made by independent legal counsel, the authorization of indemnification and evaluation as to reasonableness of the expenses shall be made by the body which selected that counsel.

A Director, Officer, employee or agent of the Club who is a party to a proceeding may apply for indemnification to the court conducting the proceeding or to another court of competent jurisdiction. On receipt of such an application, the court, after giving any notice it considers necessary, if it determines that such person is entitled to mandatory indemnification pursuant to these Bylaws or law, the court shall order indemnification in which case the court shall also order the Club to pay such person's reasonable expenses. If the court determines that such person is fairly and reasonably entitled to indemnification in view of all of the relevant circumstances, whether or not such person meets the standard of conduct set forth in these Bylaws as a condition of indemnification, or whether such person was adjudged liable in such circumstances which would ordinarily prohibit the Club from making indemnification, the court may order such indemnification as it deems proper.

The Club may pay for, or reimburse, the reasonable expenses incurred by a Director, Officer, employee or agent of the Club, who is a party to a proceeding, in advance of the final disposition of the proceeding, if the Club is furnished with a written affirmation of such person's good faith belief that he or she has met the applicable standard of conduct, such person furnishes the Club with a written undertaking, executed personally or on his or her behalf, to repay the advance if it is determined that he or she did not meet such standard of conduct, and a determination is made that the facts then known to those making the determination would not preclude indemnification under this paragraph. The foregoing undertaking shall be an unlimited general obligation of such person and need not be secured and may be accepted without reference to financial ability to make repayment.

The Club may purchase and maintain insurance on behalf of an individual who is or was a Director, Officer, employee, fiduciary or agent of the Club and who, while a Director, Officer, employee, fiduciary or agent of the Club is or was serving at the request of the Club as a Director, officer, partner, trustee, employee, fiduciary or agent of any other foreign or domestic corporation or of any partnership, joint venture, trust, or other enterprise or employee benefit plan against any liability asserted against or incurred by him in any such capacity or arising out of his or her status

as such, whether or not the Club would have the power to indemnify him against such liability under the foregoing provisions.

If an indemnification or advance of expenses to a Director arises out of a proceeding by or on behalf of the Club, such indemnification, if made pursuant to the foregoing provisions, shall be reported in writing to the Members with or before notice of the next meeting of the Club.

ARTICLE X

Dissolution

In the event the Region is to be legally dissolved and provided, all debts and creditors satisfied, all assets which the Region may own at that time shall become the property of one or more Regions of the Club organized and operated for the purpose set forth in Article 1, Section 2. The Southeast Division of the Club shall manage and approve any such dissolution and ensure that the dissolution and distribution of residual Regional assets shall be in accordance with the SCCA Operations Manual, Club rules and the best interests of the Club and its Regions. No Officer or Member may participate in or attempt to influence any dissolution management action or approval of the Southeast Division of the Club in a manner which affects his or her own personal business interests, or otherwise use his or her official position or membership for personal gain or profit.

ARTICLE XI

Amendment of Bylaws

The Board of Directors or any ten active Members in good standing, may, by written petition to the Secretary, propose an amendment to these Bylaws. Upon such proposal being made, the Secretary shall provide the proposed amendment(s) and a respective ballot to all active Members in good standing. Ballots may be provided by any of the means for notice set forth under Article 3, Section 3. The Secretary shall allow at least thirty days for such balloting. If two-thirds of the Members submitting ballots are in favor of the amendment, the amendment shall be adopted. The Secretary shall then provide to the Members the results of the balloting in a timely fashion.