

ARTICLES AND BY-LAWS OF
THE NORTHEAST OKLAHOMA REGION
SPORTS CAR CLUB OF AMERICA, INC.

ARTICLE I

NAME, PURPOSE, EMBLEM, AND SEAL

Section 1

NAME: The name of the Club shall be the "Northeast Oklahoma Region, Sports Car Club of America, Incorporated," hereinafter called "Club."

Section 2

PURPOSE: The purpose of this non-profit organization shall be to foster the preservation, ownership, enjoyment, and operation of motor vehicles, to act as a source of technical information, to establish rules and regulations covering all activities of the Club, to establish and regulate events and exhibitions for motor vehicles, including, but not limited to all types of motor vehicle races, rallies, gymkhanas, and other general gatherings and assemblies not inconsistent with the laws of the state of Oklahoma, to foster careful and safe driving on private and public highways, to purchase, own, hold, let, lease, and sell all forms and species of property incidental to the foregoing purposes.

Section 3

EMBLEM: The Club emblem shall be a white rectangle with a red border. Inside the rectangle shall appear the letters NEOKLA, the N and A black, the others red, and the words "Region SCCA" in black under NEOKLA. A reproduction appears below.



Section 4

SEAL: The corporate seal shall be circular in form, being inscribed with the name of the Club, the year of its incorporation, and the word "Oklahoma." The Secretary, with the approval of the Regional Executive and the Board of Directors, may change the form of the seal.

ARTICLE II

MEMBERSHIP AND DUES

Section 1

ORIGINAL MEMBERS: All members in good standing of the un-incorporated Northeast Oklahoma Region of the Sports Car Club of America shall constitute the original membership of the Club.

Section 2

FUTURE MEMBERS: Membership in the Club shall be restricted to members of the Sports Car Club of America. Applications shall be forwarded to the national office of SCCA by the Region. The new member shall be declared active on payment of such annual dues and fees as may be required.

Section 3

TRANSFER MEMBERS: A transfer member shall automatically become a member in good standing upon receipt of his/her notice of transfer from SCCA headquarters. He/she shall be exempt from regional dues for the remainder of his/her membership year.

Section 4

DUES: The annual dues shall be established each year by the Board of Directors at the October board meeting. No vote is necessary if the dues are to remain the same. The dues shall be payable in accordance with national SCCA billing dates and regulations.

Section 5

EXPULSION: A member's name will automatically be removed from the rolls of the Club if dues are not paid within sixty (60) days from the billing date. Any member may be suspended until the next business meeting for infraction of the Club rules by a vote of a majority of the Board of Directors of the Club or for other cause if a majority of the Board of Directors shall deem such suspension to be in the best interests of the Club. On such suspension, the member shall be so informed in writing and shall be given a reasonable opportunity to be heard thereon.

Any member suspended as provided above may be presented at the next business meeting for expulsion and shall be expelled, if a majority of the members present and voting vote to expel him/her. The vote shall be by secret ballot.

Section 6

RESIGNATION: Any member may resign by directing a letter of resignation to the secretary. His/her resignation shall be effective on receipt, provided all indebtedness to the Club is paid.

Section 7

LEAVE OF ABSENCE: Any member of the Club who is called to active duty overseas in the United States Armed Forces shall, on payment of national dues, remain a regional member in absentia without payment of regional dues. He/she shall be exempt from regional dues for the remainder of the calendar year during which he/she returns from active duty.

ARTICLE III

MEETINGS OF THE MEMBERS

Section 1

BUSINESS MEETING: There shall be at least ten (10) monthly meetings of the Club, January through December, for the reports of officers and committees and for the conduct of such business as lawfully may come before the meeting.

There shall be a meeting during the month of December or January, date to be set by the Regional Executive, for the purpose of presenting year end reports and awards, and for the formal introduction of the Officers and Directors for the coming year.

Section 2

SPECIAL MEETINGS: Special meetings of the members may be called by the Regional Executive, or by a majority of the Board of Directors.

Section 3

NOTICE OF MEETINGS: The monthly meeting dates shall be established by the board of Directors for each calendar year. The monthly meetings are held as open board meetings. Notices, stating the place, date, time, and purpose of any meeting of the members, including special meetings, shall be given on the website and by email.. Notice of a special meeting should be posted and sent by email not less than seven (7) days before such a meeting.

Section 4

QUORUM: At all business or special meetings of the Club a quorum shall consist of those members in good standing of the Club who are present and voting.

Section 5

VOTES: All action at business and special meetings shall be authorized by a majority of those present and voting. Voting by proxy or absentee ballot shall not be allowed except with the approval of the majority of the Board of Directors in accordance with the rules they prescribe and with notice to all members.

ARTICLE IV

OFFICERS

Section 1

ELECTED OFFICERS: The elected officers of the Club shall be a Regional Executive, an Assistant Regional Executive, a Secretary, a Treasurer, and four (4) Directors. With the exception of the Directors, they shall serve for one (1) year, or until their successors are elected and qualified. Directors shall serve for two (2) years, two Directors being elected each year. Officers' terms shall begin on January 1 if each calendar year.

Section 2

BOARD OF DIRECTORS: The above named officers, duly elected in accordance with Article V, plus the immediate past Regional Executive, shall constitute the Board of Directors of the Club, with all powers of Directors as described in Article VI.

Section 3

VACANCY: In case a vacancy shall occur in any office, the Regional Executive, with approval of the Board of Directors, shall select an individual to fulfill said vacancy for the remainder of the term of office.

ARTICLE V

NOMINATIONS AND ELECTIONS

Section 1

NOMINATING COMMITTEE: The Regional Executive shall appoint, with the approval of the Board of Directors, a nominating committee of not less than three (3) members by August 15. It shall be the duty of this committee to select one or more candidates for each of the offices of the Club. No member of the nominating committee shall be nominated for any office by action of the nominating committee. It shall be the responsibility of the nominating committee to certify all candidates for office.

Section 2

NOMINEES: The nominating committee shall announce the names of nominees for each office at the September business meeting.

Section 3

ADDITIONAL NOMINEES: Any member in good standing may place his/her name in nomination for any office by submitting a petition to the nominating committee chairman by October 1. The petition shall state the office sought and shall be signed by at least five (5) members in good standing other than the nominee. The nominee must fulfill the qualifications stated in Article V, Section 8. The chairman of the nominating committee cannot place his/her name in nomination.

Section 4

VOTING: At the October Club Meeting. The final slate of candidates shall be presented by the nominating committee. Voting will occur during the November meeting. Voting shall be by secret ballot. In the event that there is only one (1) candidate per office, no ballot will be required.

Section 6

CERTIFICATION: To be elected to any office other than the Board of Directors, a nominee must receive a minimum of fifty (50) percent plus one (1) of the total votes cast for the office. In the event more than two (2) individuals are candidates for an office and no one (1) individual receives a majority, a new ballot shall be circulated containing the names of the two (2) individuals who received the greatest number of votes. Members of the Board of Directors shall be elected by a plurality of votes, the two (2) nominees receiving the greatest number of votes being elected. Run-off ballots shall be returned to the chairman of the nominating committee by 5:00 P.M., November 30. Voting shall be by individuals, and no person shall cast more than one (1) vote. In the event of a tie, a new ballot shall be circulated as outlined above.

Section 7

TABULATION: Votes shall be tabulated by the nominating committee, and the results shall be announced at the November business meeting and posted on the website..

Section 8

QUALIFICATIONS Nominees for any Club office shall have participated in four (4) Club events during the current calendar year to be eligible for such nomination. Nominees for the office of Regional Executive must have held an elected or appointed Club office within the past five years.

ARTICLE VI

BOARD OF DIRECTORS

Section 1

MEMBERS: The Board of Directors shall be composed of the Regional Executive, Assistant Regional Executive, Secretary, Treasurer, four (4) Directors, and the immediate past Regional Executive.

Section 2

DUTIES: The Board of Directors shall be recognized as the directing force of the Club, and shall have the authority in all matters relative to the Club except as otherwise specifically provided for in the Articles and By-Laws. They shall have charge of all business affairs of the Club. They shall control all property and funds and shall be charged with the enforcement of the Articles and By-Laws. The Board of Directors shall direct the Club's program of activities. They shall have full authority over the financial affairs of the Club. The Board of Directors shall authorize all expenditures. The minutes of all Board meetings shall be kept in permanent form and shall be read in open meetings of the Club. The Board of Directors shall also serve as an advisory body to the Regional Executive.

Section 3

DISMISSAL: Any member of the Board of Directors who shall fail to attend three (3) consecutive meetings of the Board without legitimate cause of absence shall be automatically dropped from membership on the Board, and his/her position filled in accordance with Article IV, Section 3. The Board of Directors shall have the power to determine what constitutes a legitimate cause of excessive absence, and they shall be required to employ such power.

The members of the Board of Directors shall be required to participate in at least two (2) Club events, other than meetings, within the first six (6) months of their term of office. Failure to do so shall result in immediate expulsion from the Board, and the vacant position shall be filled in accordance with Article IV, Section 3.

Section 4

QUORUM: Five members of the Board shall constitute a quorum for the transaction of official business.

Section 5

MEETINGS: The Regional Executive shall call meetings of the Board, fix the time and place of meetings, and shall preside at all meetings. Adequate notice shall be given of the meetings by the Secretary. In emergencies, board members can be pooled by phone.

ARTICLE VII

DUTIES OF ELECTED AND APPOINTED OFFICIALS

Section 1

DUTIES OF THE REGIONAL EXECUTIVE AND ASSISTANT REGIONAL EXECUTIVE: The Regional Executive shall preside at all meetings of the members and Directors and shall perform the duties usually appertaining to this office. He/she may call special meetings of the members under the provisions of Article III, Section 2. He/she shall be the chief executive officer of the Club and shall become a voting member of the Board of Directors for one year after leaving office.

In the absence of the Regional Executive or in case of his/her death, resignation, or inability to act, the duties usually appertaining to that office shall be performed by the Assistant Regional Executive.

Section 2

DUTIES OF THE SECRETARY: The Secretary shall attend all meetings of the members and Directors and shall record all minutes and votes in a book kept for the purpose. He/she, or an appointed designee, shall keep an up-to-date roll of all Club members. He/she shall give all notices of meetings of members required by law or the By-Laws and shall perform all duties incident to this office, required by law or by the majority of Directors. He/she, or an appointed designee, shall have custody of the Club's records. In the absence of the Secretary from any of said meetings, a secretary pro-tempore shall be appointed by the presiding officer.

Section 3

DUTIES OF THE TREASURER: The Treasurer shall, subject to such conditions and restrictions as may be made by the Directors, have custody of all monies, debts, and obligations belonging to the Club. He/she shall receive all monies of the Club and deposit same in the Club account. He/she shall make all payments of Club debts. All indebtedness not previously authorized by the Board must be approved by the Board of Directors before payment. All contracts, checks, drafts, notes, or other orders for payment of money shall be signed in the name of the Club by the Treasurer. He/she shall give bond at Club expense. The Treasurer shall give a report on the financial status of the Club at each business meeting, and, if so requested, at any other meeting. No obligation, debt, or other liability shall be incurred by the Treasurer without specific approval of a majority of the Board of Directors.

The Board of Directors may appoint an Assistant Treasurer to act in the absence of the Treasurer.

Section 4

ACTIVITIES DIRECTOR(S): The Activities Director(s) shall be appointed by the Regional Executive with consent and approval of the Board of Directors. It shall be the duty of the Activities Director(s) to arrange all non-speed events for the year, pursuant to the prior approval of the Regional Executive. The Activities Director(s) shall prepare a calendar of events for the coming year, which, on approval of the Board of Directors, shall be mailed to the members.

Section 5

OTHER POSITIONS: The Regional Executive shall appoint, with the approval of the Board of Directors, members of the Club to fulfill other positions as the need arises, and shall outline the duties and responsibilities of such individuals.

ARTICLE VIII

APPOINTMENT OF COMMITTEES: The Regional Executive shall appoint committees as he/she finds desirable from time to time, and shall outline the duties and responsibilities of such committees. All reports and recommendations of a committee must be voted upon by a majority of the entire committee. All actions recommended by a committee must be approved by the Board of Directors.

ARTICLE IX

FISCAL YEAR

The fiscal year of the Club shall be the calendar year.

ARTICLE X

PERSONAL LIABILITY

All persons or corporations extending credit to, contracting with, or having any claim against the Club or the Officers or the Directors shall look only to the funds and property of the Club for payment of any debt,

damage, judgment, or decree, or any other money that may otherwise become payable to them from the Club or the Officers or the Directors so that neither the members of the Club nor the officers, nor the Directors, present or future, shall be personally liable therefore.

ARTICLE XI

RULES OF ORDER

Roberts Rules of Order shall govern proceedings of all meetings of the Club and its constituent parts except as provided in these By-Laws.

ARTICLE XII

AMENDMENT OF ARTICLES OF ASSOCIATION AND BY-LAWS

The Articles of Association and By-Laws may be amended by (1) a majority vote of the Board of Directors, or (2) by a majority vote of the members held after due notice of the amendment or amendments to be proposed at such meeting has been given, provided, however, that Section 2 of Article I may be amended by the Board of Directors only with approval of the members. Such notice shall be given and meetings called by the Regional Executive on the direction of the Board of Directors or on the written petition of ten (10) members in good standing.

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