

THE HOUSTON REGION OF THE SPORTS CAR CLUB OF AMERICA, INC. BY-LAWS

Adopted 8/14/74 and as amended 9/12/78, 10/19/79, 7/15/82, 9/20/84, 3/19/87, 9/21/90, 1/25/92, 4/22/99, 9/25/03, 6/09, 12/31/17

ARTICLE 1 – NAME AND PURPOSE

Section 1.1 – Name

The name of the club shall be The Houston Region of the Sports Car Club of America, Inc.

Section 1.2 – Purpose

The general purposes of the Club shall be to encourage the preservation, ownership, and operation of sports cars, to act as a source of technical information, to establish rules and regulations covering all activities of the Club, to provide and regulate events and exhibitions for sports cars and their owners, to encourage careful and skillful driving on public highways, and to own real and personal property as incidental to the foregoing purposes, and to assist and cooperate with the Sports Car Club of America, Incorporated, in furthering the foregoing purposes.

Section 1.3 – Corporate Seal

The Club shall have a corporate seal that shall have inserted thereon the name of the Club, the word "Texas", and the year of incorporation.

ARTICLE II – MEMBERSHIP

Section 2.1 – Members

Membership in the Club shall be open to owners of sports cars and persons interested in sports cars and the purposes of the Club. All members must be members in good standing of the Sports Car Club of America, Incorporated.

Section 2.2 – Classes of Membership

- a) Membership in the Club shall be open to owners of sports cars and persons interested in sports cars and the purposes of the Club. All members must be members in good standing of the Sports Car Club of America, Incorporated.
- b) Honorary – Any non-member who has performed outstanding services for the Club may be elected an honorary member for one year by a majority vote of the Members present at any meeting of the Members. An honorary Member need not fulfill all the requirements specified in Section 2.1 for membership.
- c) Life – This class of membership is closed. Current Region Life Members shall retain said status.
- d) Spouse – Must be husband or wife of a Houston Region Regular Member.
- e) Junior – Must be under 18 years of age.

Section 2.3 – Privileges

Regular, Life, and Spouse Members are entitled to all Club privileges. Honorary and Junior Members are entitled to all Club privileges, except they shall not have the right to vote or hold office.

Section 2.4 – Dues

- a) Annual Dues – The Board of Directors shall determine the amount of dues to be assessed. The amount of annual dues can be set only once per fiscal year.
- b) Payment of Dues – The annual dues of Members shall be payable 30 days from date of billing. Dues of a new Member shall be paid with application of membership.

Section 2.5 – Suspension or expulsion

The Board of Directors, by an affirmative vote of two-thirds of all directors, may suspend or expel a Member for cause after an appropriate hearing.

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Section 2.6 – Resignation

Any Member may resign by filing a written resignation with the Secretary, 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.

Section 2.7 – Reinstatement

Upon written request, signed by the former Member and submitted to the Board of Directors, the Board by affirmative vote of two-thirds of all directors may reinstate such former Member to membership upon such terms as the Board may deem appropriate.

ARTICLE III – MEETING OF MEMBERS

Section 3.1 – Annual Meeting

The Annual Meeting shall be held in September each year for the election of officers and directors and such other business as lawfully may come before the meeting.

Section 3.2 – General Membership Meetings

Meetings of the Members shall be held no less than once a quarter, except in the month prescribed for the Annual Meeting, on the date as determined by the Board of Directors for reports of officers, directors and committees, and such other business as lawfully may come before the meeting.

Section 3.3 – Special Meetings

Special meetings of the Members may be called by the Regional Executive, the Board of Directors, or no less than 105 of the members having voting rights.

Section 3.4 – Notice

A written notice stating the place, date and hour of any meeting of Members shall be sent via U.S mail or other approved means to each Member entitled to vote at such meeting to their address of record, not less than 7 or more than 60 days before the date of such meeting, by or at the direction of the Regional Executive, the Secretary or the officers or persons calling the meeting. Members may register to receive their official notices via email or other electronic means maintained by the secretary. In case of a Special meeting or when required by statute or these bylaws, the purpose for which such meeting is called shall be stated in the notice. When deposited in the United States mail, with postage paid thereon, or sent to the electronic address of record, said Notice shall be deemed delivered.

Section 3.5 – Quorum

At all meetings of the Members, the lesser of 10% of the voting Members or 50 voting Members shall constitute a quorum, unless otherwise prescribed by statute or these bylaws.

Section 3.6 – Action

All action by the Members at a duly constituted meeting shall be by majority of those present and voting, unless otherwise prescribed by statute or these bylaws. Voting by mail or absentee ballot shall be done in accordance with Section 5.4.

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ARTICLE IV – OFFICERS

Section 4.1 – Elected Officers

The elected officers of the Club shall be a Regional Executive, an Assistant Regional Executive-Membership, a Director of Membership II, an Assistant Regional Executive-Road Racing, an Assistant Regional Executive-Solo, a Secretary, and Treasurer. The position of Assistant Regional Executive-Rally may temporarily be left unfilled by the Board of Directors during periods of program inactivity.

Section 4.2 – Election of Officers

The officers specified by Section 4.1 shall be elected at the Annual Meeting of Members in the manner provided in Section 5.4 of these bylaws or by electronic means up to 60 days prior to the date of the Annual Meeting. They shall serve for one year, commencing November 1 or until the successors are elected and have qualified. The Board of Directors may temporarily fill any vacancy occurring prior to an election by the members at a monthly meeting or special meeting called for that purpose.

Section 4.3 – Regional Executive

The Regional Executive (RE) shall be the principal executive officer of the club and shall in general supervise and control all of the business and affairs of the Club. The RE shall preside at all meetings of the members and of the Board of Directors. The RE may sign, with the Secretary or other proper officers of the Club authorized by the Board, any deeds, mortgages, bonds, contracts, or other instruments which the Board has authorized to be executed, except in cases where the signing and executions thereof shall be expressly delegated by the board or by these bylaws or by statute to some other officer or agent of the Club and, in general, shall perform all duties incident to the office of Regional Executive and such other duties as may be prescribed by the Board from time to time. The outgoing Regional Executive shall, at the completion of his term of office, become a voting member of the Board and shall serve in this capacity until his immediate successor completes his term of office.

Section 4.4 – Assistant Regional Executives

4.4.0 – Operating Budget

The Assistant RE's and Directors shall present proposed operating budgets for their areas of responsibility for the next year to the RE and BOD prior to the last meeting of the fiscal year. The incoming Board of Directors may modify the budget proposals prior to approval, which must take place within 60 days of the start of the fiscal year.

4.4.1 – Assistant Regional Executive-Membership

The Assistant Regional Executive-Membership (AREM) shall be responsible for encouraging membership participation in Club activities. The AREM shall keep an up-to-date roll of all members. The AREM shall cause a membership roster to be made available to each member by November 1st of each year. The AREM shall assist the Regional Executive as requested. The AREM shall take reasonable measures to protect membership information, especially electronic versions, from being used in a way contrary to the interests of club members.

4.4.2 – Assistant Regional Executive-Road Racing

The Assistant Regional Executive-Road Racing (ARERR) shall be responsible for all club racing, Solo1, and high speed driver education event activities of the Club. The ARERR shall serve as Chairman of the Race Committee and shall be responsible for maintaining a membership on the Committee of at least five (5) Members. The ARECR shall be responsible for conducting an inventory of all Club Racing equipment by the end of the seventh month of each even numbered year in conjunction with at least one other Member of the Board of Directors. The ARERR shall assist the Regional Executive as requested.

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4.4.3 – Assistant Regional Executive – Solo

The Assistant Regional Executive-Solo (ARES) shall be responsible for all Solo activities of the Club. The ARES shall serve as Chairman of the Solo committee and shall be responsible for maintaining a membership on the Committee of at least five (5) Members. The ARES shall be responsible for conducting an inventory of all Solo equipment by the end of the third month of each even numbered year in conjunction with at least one other Member of the Board of Directors. The ARES shall assist the Regional Executive as requested.

4.4.4 – Assistant Regional Executive –Road Rally

The Assistant Regional Executive- Road Rally (ARERR) shall be responsible for all rally activities of the Club. The ARERR shall serve as chairman of the Rally Committee and shall be responsible for maintaining a membership on the Committee of at least three (3) Members. The ARERR shall assist the Regional Executive as requested.

4.4.5 – Order of Succession

In the event of the absence or inability of the Regional Executive to serve, the Assistant Regional Executives shall temporarily preside in the order listed above.

Section 4.5 – Secretary

The Secretary shall keep the minutes of the meetings of the Members and the Board of Directors. The Secretary shall give notice of meetings as required by law or by these bylaws, have custody of the corporate seal and records and perform such other duties as may be assigned by the Board. The secretary shall maintain an electronic address of record for those members requesting such means.

Section 4.6 – Treasurer

The Treasurer shall, subject to such conditions and restrictions as may be made by the Board of Directors, have custody of all monies, debts, and obligations belonging to the Club. The Treasurer shall maintain a proper set of books and file all reports required by law in a timely manner. The Treasurer shall receive all monies of the Club and deposit same to the Club account. The Treasurer shall have direct control over, and supervision of all payment of Club debts and obligations. The Treasurer shall give bond at Club expense. The Treasurer shall submit his books and records annually to the Finance Committee who shall issue a report back to the full board of directors. The Treasurer shall perform such other duties as may be assigned by the Board.

ARTICLE V – BOARD OF DIRECTORS

Section 5.1 – General Powers

The Board of Directors shall manage the affairs of the Region.

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Section 5.2 – Number

The Board of Directors shall be thirteen (13) of whom six or seven shall be the elected officers of the Club, and five or six shall be elected Directors by the Members. Four (4) of the elected Board members shall serve (2) year terms with two (2) of such Directors being elected each year. One Director is to be elected each year for a one (1) year term. Director election schedule is as follows:

Board of Director Terms

Position	XXX0	XXX1	XXX2	XXX3	XXX4	XXX5	XXX6	XXX7	XXX8	XXX9
Communications		X		X		X		X		X
Events	X		X		X		X		X	
Membership Participation I		X		X		X		X		X
Promotions	X		X		X		X		X	
Membership Participation II	X	X	X	X	X	X	X	X	X	X

X = on ballot for the upcoming year

I.E., if the upcoming year is ex. 2020, than Events, Promotions, and Member Part. II are up for election.

Section 5.3 - Director Titles and Responsibilities

5.3.1 - Communications Director

Website and newsletter liaison. Director supports communication channels and management to insure a timely information flow to members and the public. Coordinates news and photo coverage of Club events.

5.3.2 - Events Director

Event planning and scheduling. Coordination with other Directors, Officers and committee chairs to stage regular and special events such as General Membership and Board meetings, Awards Banquet, picnics and other activities hosted by the Club.

5.3.3 - Promotions Director

Promotion of Houston Region. Responsible for publicizing the Region and its activities through interaction with the media and other organizations. Director manages the newsletter ad sales and Club merchandise sales.

5.3.4 - Member Participation Director I

New member orientation, participation and retention of current members. Director provides guidance and information to insure active participation and satisfaction of Club members through programs and member contact. Coordinates with other Directors, Officers and committee chairs to staff event activities.

5.3.5 - Member Participation Director II

New member orientation, participation and retention of current members. Director provides guidance and information to insure active participation and satisfaction of Club members through programs and member contact. Coordinates with other Directors, Officers and committee chairs to staff event activities.

Section 5.4 – Nominations and Annual Election of Officers and Directors

5.4.1 – Nominations of members for the offices and positions to be filled by election at the annual meeting in September must be received in writing prior to or from the floor at the July meeting preceding the annual meeting. Nominations in writing must be made by two (2) members in good standing. As soon as possible after the nominating meeting, the Club Secretary shall notify all nominees.

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5.4.2 – The Secretary shall print and mail ballots bearing the names of the candidates for offices. A ballot will be included with written notice of the Annual Meeting at least thirty (30) days prior to the Annual Meeting. Space for write-in candidates will be provided. No individual member's name shall appear more than once on the official election ballot. If he or she is nominated for more than one elective office, their choice of which office they would like to run for must be made prior to the printing of the official ballots. Any individual whose name appears on the official ballot must be a Member of the Houston Region SCCA. Any individual whose name appears on the official ballot must have declared Houston Region as region of record. These ballots will also be provided at the time of the Annual Meeting to all members present and signing the list of qualified voters. A member in good standing may vote by mail, electronically, or absentee, provided such ballot is signed or otherwise verified and membership number is denoted thereon, and received by the Secretary prior to the time of balloting. The voting procedure should be conducted so as to provide maximum confidentiality consistent with reasonable controls.

Section 5.5 – Meetings

Regular meetings of the Board shall be held at such time and place as shall from time to time be determined by the Board. Special meetings may be called by the Regional Executive or by any two directors on not less than two (2) days notice, oral or written, to each director. Meetings may be held at any time without notice if all directors are present, or if those not present who are entitled to notice give written waiver of notice.

Section 5.6 – Quorum

At all meetings of the Board of Directors, a majority of the directors then in office shall be necessary and sufficient to constitute a quorum for the transaction of business and the act of a majority of directors present at any meeting at which there is a quorum shall be the act of the Board of Directors.

Section 5.7 – Vacancy

The Board of Directors may temporarily fill any vacancy occurring prior to the election by the members at a regular or special meeting called for that purpose.

Section 5.8 – Recall of Elected Officials

Any elected official or director may be recalled by a majority vote of the members present and voting at any meeting where the membership has been duly notified that a properly executed recall petition has been received by the Secretary. A recall petition signed by twenty percent (20%) of the membership shall be due cause for a recall ballot.

Section 5.9 – Removal of a Director

The Board of Directors may remove a member of the Board of Directors for good cause shown at any time by an affirmative vote of two-thirds of its members. Good cause for removal shall include, but not be limited to the following:

1. Failure of Director to perform duties assigned to him or her by the Regional Executive.
2. Failure to attend three or more consecutive regular Board of Directors meetings without explanation satisfactory to the Board. The explanation must be made in writing directed to the Regional Executive, within two weeks of the third meeting missed. Any member of the Board removed for good cause shown shall have the right to petition the Board for a hearing, relative to his or her reinstatement, by written petition stating the reasons why he or she is entitled to reinstatement. The petition must be filed with the Regional Executive within two weeks after the Director received notice of his or her removal. Hearing on the petition shall be heard by the Board at its next regular meeting after the petition has been filed. Due notice of said hearing shall be delivered to the Board member removed. After such hearing, the Board shall again vote on removal and unless two thirds of the board affirms the removal, the member shall be reinstated.

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Section 5.10 – Other Representatives

The Board of Directors may appoint such other representatives, assistants and/or agents as it shall deem necessary, who shall have such powers and perform such duties as the Board shall determine. Two or more offices may be held by the same person, except that no person shall hold two elective offices. Any representative, assistant and/or agent appointed by the Board may be removed by the Board.

ARTICLE VI – COMMITTEES

Section 6.1 – Standing Committees

There shall be the following two (2) standing committees. The Chairmen of the standing committees shall be appointed annually by the Regional executive subject to approval by the Board of Directors. The Chairmen shall appoint the members of their own committees. The Standing Committees shall have responsibilities as follows:

6.1.1 - Finance Committee

The Finance Committee shall be responsible for overseeing the financial condition of the Region and reporting to the Board of Directors and the membership.

6.1.2 - Awards Selection Committee

The Awards Selection Committee shall oversee the selection of recipients for annual awards, and such other awards as may be designated by the Board of Directors.

- TSD Rally Person of the Year – Awarded to a Houston Region member who has given outstanding service to the Club's TSD Rally Program. Outstanding service is defined as activities in and actions for the Region's TSD program that are above and beyond what is expected of a person in his/her position. Selected by the Rally Committee.
- Norman Jackson Solo Rookie Driver of the Year – Awarded to a Houston Region member, who in their first year, as a member competitor in the Solo program, has shown exceptional driving ability, sportsmanship, and enthusiasm for the sport. Selected by the Solo Committee using the process defined in the Solo Operating Manual.
- Barry Ballard Award – Awarded to the Houston Region member who has displayed dedication to the sport of Solo in competition, working and service above and beyond normal duties. Selected by the Solo Committee using the process defined in the Solo Operating Manual.
- Solo Driver of the Year – Awarded to the Houston Region member who has exhibited a high level of ability, competitiveness and success in SCCA Club Solo competition during the current year, taking into account any Regional, Divisional and/or National competitions. Selected by the Solo Committee using the process defined in the Solo Operating Manual.
- Corner Worker of the Year – Awarded to the Houston Region member who as a corner worker has given outstanding and meritorious service to the Club and to other clubs.
- Paul Cranston Award – Awarded to a Houston Region member who has given outstanding service to the Club during the current year as a race worker. Outstanding service is defined as doing something above and beyond what their normal duties at a race require. Selected by the Club Racing Committee using the process defined in the Club Racing Operating Manual.

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- Bill Frank Award – Awarded to a Houston Region member who has given outstanding services to the Club during the current year.
- Jack Parker Award – Awarded to a Houston region member who has given long-term outstanding service to the Club.
- Mechanic of the Year – Awarded to the outstanding Houston Region member race car mechanic during the current year. Selected by the Club Racing Committee using the process defined in the Club Racing Operating Manual.
- British Ambassadors Cup – Awarded to the Houston Region member who has amassed the most national racing points, driving a British-made car, during the current year.
- Tom Thrash Rookie of the Year – Awarded to the Houston Region member who is competing in his first full season of SCCA racing and has shown the most potential as a racing driver. Selected by the Club Racing Committee using the process defined in the Club Racing Operating Manual.
- A. J. Foyt Driver of the Year – Awarded to the Houston Region member who has exhibited a high level of ability, competitiveness and success in SCCA Road Road Racing competition during the current year. Selected by the Road Racing Committee using the process defined in the Club Racing Operating Manual.

ARTICLE VII – CONTRACTS, CHECKS, DEPOSITS, FUNDS, PROPERTY

Section 7.1 – Contracts

The Board of Directors may authorize any officer or officers, agent or agents of the Club, in addition to the representatives so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Club and such authority may be general or confined by specific instances. However, the Board of Directors alone by majority vote may authorize the payment of bills or the incurring of any indebtedness present or future in an amount in excess of \$100.00 and in no case will such authority be granted until presented to and passed upon by the Board of Directors. Any member not complying with this requirement shall be personally liable for all expenses incurred.

Section 7.2 – Checks, Drafts, etc.

All checks, drafts and other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Club, shall be signed by such officer or officers, agent or agents of the Club and in such manner as shall from time to time be determined by resolution of the Board. In the absence of such determination by the Board, such instrument shall be signed by the Treasurer and countersigned by the Regional Executive.

Section 7.3 – Deposits

All funds of the Club shall be deposited from time to time to the credit of the Club in such banks; trust companies or other depositories as the Board may select.

Section 7.4 – Capital Equipment and Building Fund

The Club may have a Building Fund account which may not have any withdrawals made or spending approved without prior approval of the Board of Directors and the membership. The primary use of this fund shall be investment in a racing facility or facilities for the benefit of the membership.

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Section 7.5 – Property

Property belonging to the Houston Region SCCA exists for the sole purpose of conducting Houston Region business and events. Said property shall include, but not be limited to, financial data, membership data, equipment, software, manuals, and supplies. This property may NOT be used for non-Houston Region events or business without the knowledge and explicit approval of the Houston Region Board of Directors as granted on a case by case basis. Conflicts arising from request for use of Houston Region property shall be resolved by the Regional Executive or, upon his or her request or absence, by the Board of Directors.

ARTICLE VIII – FISCAL YEAR

Section 8.1 – Fiscal Year

The fiscal year of the Region shall begin on the first day of November and end on the last day of October of each year.

ARTICLE IX – PERSONAL LIABILITY

Section 9.1 – Personal Liability

All persons or corporations extending credit to, contracting with or having any claim against the corporation or the officers or Directors shall look only to the funds and property of the corporation for payment of any such contract or claims or 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 corporation or the officers or Directors, so that neither the members of the corporation, the officers or Directors, present or future, shall be personally liable therefore.

Section 9.2 – Dishonesty Insurance Policy

To insure from personal liability, the Treasurer, and to protect the Region, there shall be required of the Treasurer, a dishonesty policy in an amount determined by the Board of Directors, but in no case shall it be less than equal to the sum of highest bank and securities accounts from the previous year. The region shall pay the premium for the dishonesty policy.

ARTICLE X – INDEMNIFICATION

Section 10.1 – Indemnification

Each Director, Officer and other appointed or elected persons of this Club now and hereafter in office, and his or her heirs, agents, executors, and administrators, who now act, or shall hereafter act at the request of the Club, or within the scope of his or her authority as Director, Officer, agent, and other appointed or elected person of this Club, shall be fully indemnified by this Club against all costs, expenses and amounts of liability arising in connection with or resulting from any action, suit, proceeding or claim to which he or she may be made a party or in which he or she may be or become involved by reason of his or her actual or alleged acts or omissions at the request of the Club, or within the scope of his or her authority. The Club shall so indemnify each Director, Officer and other agent or appointed or elected persons of this Club whether or not the actions or omissions to act on the part of such Director, Officer and other appointed or elected person of this Club, which is the basis of such suit, action, proceeding or claims, occurred before or after the adoption of this bylaw. The indemnification provided herein shall, with respect to any settlement of any such suit, action, proceeding or claim, include reimbursement of any amounts paid and expenses reasonably incurred in settling any such suit, action, proceeding or claim. The foregoing right of indemnification shall be in addition to and not exclusive of any and all other rights as to which any such Director, Officer and other agent or appointed or elected person of this Club may be entitled under any bylaw, agreement, vote of members or otherwise. The indemnification provided herein shall not apply with respect to any matter as to which such Director, Officer or other agent or appointed or elected person of this Club shall be finally adjudged in such action, suit or proceeding to have been individually guilty of willful misconduct with regard to the acts or omissions forming the basis of the action, suit, proceeding or claim in question.

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ARTICLE XI – CONDUCT OF BUSINESS

Section 11.1 – Parliamentary Rules

The rules contained in "Robert's Rules of Order-revised" shall govern the Region in all cases they are applicable, and in which they are not inconsistent with these bylaws.

ARTICLE XII – AMENDMENT

Section 12.1 – Amendment of Bylaws

The Board of Directors or 20% of the members in good standing may propose the amendment, alteration or repeal of the bylaws by written petition submitted to the Secretary. Written notice of such changes shall be sent via U.S mail or other approved means to all members in good standing at least 15 days prior to the next meeting or special meeting called for the purpose of considering such proposal. At any such meeting, two-thirds of the members present must vote in favor of such proposal for its adoption.