

## Pan Am Region of SCCA Bylaws

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Amended December 2, 2006  
Amended February 9, 2008  
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100 **General**

110 **Purpose.** The Pan-American Region (the Region) shall be an organization, affiliated with the Sports Car Club of America (SCCA), for the purpose of promoting, fostering, and encouraging the preservation, ownership, and operation of sports cars; acting as a source of technical information therefore; establishing rules and regulations covering the activities of its members; providing, sponsoring, sanctioning and regulating events and exhibitions for sports cars and their owners and drivers and for enhancing the safety of organized automotive sports and encouraging careful and skillful driving of all types of vehicles on the public highways within the geographical area for which it is chartered by SCCA.

120 **Offices.** The Principle Office of the Region shall be the City and County of El Paso, Texas.

121 The region may have such other offices, either within or without the State of Texas as the Board of Directors may determine.

122 The Region shall maintain such Registered Agent and Registered Office as required by Texas Statute and as determined by the Board of Directors. Such Registered Office may or may not be the same as the Principle Office.

130 **Business Year.** The business year of the Region shall begin on the first January of each year and end on the thirty-first of December.

140 **Severability.** The sections, paragraphs, sentences, clauses, phrases, and words of these Bylaws are severable and if any thereof shall be held void by the valid judgment of any court of competent jurisdiction, such invalidity shall not affect the remaining parts of these Bylaws.

200 **Region Composition.** The Region shall be composed of Affiliated and Associated Clubs.

201 To be eligible for Affiliation or Association, a Club must be located within the geographical limits of the Region and its purpose for being and character of operation must be in accord with the Purpose of the Region.

202 To remain eligible for Affiliation or Association, each Club must conduct their affairs in accordance with the applicable By-laws of the Region and pay such dues and sanction fees as the Board of Directors may establish.

203 Each Affiliated and Associated Club shall operate autonomously as set forth in their individual Bylaws.

210 **Affiliation.** Affiliated Clubs shall be those which require membership in good standing in the Sports Car Club of America as a pre-requisite for Club membership

- 211 Clubs desiring to affiliate with the Region must apply for such status to the Board of Directors, who shall take steps to call a General Meeting of the Members of the Region to consider granting such status. A club is designated an Affiliated Club upon majority vote of the members present at such meeting, providing there is quorum present.
- 212 Each Affiliated Club shall be entitled to designate a representative in accordance with its Bylaws, who shall be a member of the Regional Board of Directors. The Club shall have a voice in all Regional Board meetings, and upon request shall have representation on any Regional committee.
- 213 Should the purpose or character of operation of any Affiliated Club cease to be in accord with the Purpose of the Region, or should such Club not conduct its affairs in accordance with the applicable Bylaws of the Region and pay dues and sanction fees as the Board of Directors has established, or should such Club elect to accept members who are not members in good standing in the Sports Car Club of America, then the Affiliated status of such Club may be withdrawn or it may be re-designated as an Associated Club at a General Meeting of the Members of the Region in the same manner as its affiliated status was granted.
- 214 Should any Affiliated Club elect to discontinue its affiliation with the Region, be re-designated as an Associated Club or have its affiliated status withdrawn by the Members, its representative shall automatically cease to be a member of the Board of Directors.
- 220 **Association.** Associated Clubs shall be those which do not require membership in good standing in the Sports Car Club of America as a pre-requisite for Club membership.
- 221 Clubs desiring to associate with the Region must apply for such status to the Board of Directors, who may grant such status upon majority vote of the Directors present at such meeting, providing there is a quorum.
- 222 Each Associated Club shall be entitled to designate a representative, in accordance with its Bylaws, who shall represent the Club in all Regional Board meetings, but who shall not be a member of the Board of Directors, nor have a vote in Board actions.
- 223 Should the purpose or character of operation of any Associated Club cease to be in accord with the Purpose of the Region, or should such Club not conduct its affairs in accordance with the applicable Bylaws of the Region and pay such dues and sanction fees as the Board of Directors has established, then the Associated status of such Club may be withdrawn by the Board of Directors in the same manner as such status was granted.
- 300 **Membership.**
- 310 **Classes of Members.** The Region shall have three classes of members:
- 311 Affiliated Members; including all those categories of members recognized by the Sports Car Club of America, who are also members of Clubs affiliated with the Region.
- 312 Members at Large; including all those categories of members recognized by the Sports Car Club of America, but who are not members of an Affiliated Club.
- 313 Honorary Members; including those persons who have been elected to such membership by the Board of Directors.
- 320 **Qualification for Membership.**

- 321 Affiliated Members must be members in good standing of the Sports Car Club of America, of a Club affiliated with the Region and reside within the geographic limits of the Region.
- 322 Members at Large must be members in good standing of the Sports Car Club of America, reside within the geographic limits of the Region and have reason considered sufficient by the Board of Directors as to why they should not be members of an Affiliated Club.
- 323 Honorary Members must have commended themselves to the esteem of the Region as a whole or performed outstanding service to the Region, furthering the Purpose of the Region and the interest of organized motorsports.
- 324 Persons not residing within the geographic limits of the Region but who are otherwise qualified for membership may, upon application and with permission of the Sports Car Club of America or its appropriate Divisions or Regions, be elected for membership of the appropriate class by the Board of Directors.
- 330 **Accession to Membership.** Qualified persons shall accede to membership in the Region as follows:
- 331 Affiliated Members become members of the Region upon notification by SCCA Headquarters that they are in good standing with SCCA and are assigned to the geographic area of the Region and upon confirmation of membership in an Affiliated Club.
- 332 Members at Large become members of the Region upon approval of their application for such status by majority vote of the Board of Directors.
- 333 Honorary Members become members of the Region upon their election to such membership by majority vote of the Board of Directors, for a period of one year after their election. Honorary Members may be considered annually by the Board for re-election to such membership.
- 334 The Board of Directors shall have authority to reject, upon majority vote to do so, the application of any person for membership in the Region.
- 340 **Privileges of Members.** Members in good standing, other than Honorary Members, shall be entitled to the following privileges. Honorary Members are entitled to all privileges but those of voting and holding elective office.
- 341 To be notified, reasonably in advance of all Annual and Special General Meetings of the Members of the Region.
- 342 To cast one vote on any matter submitted to a vote of the members.
- 343 To attend and speak at any regular meeting of the Board of Directors.
- 344 If eighteen years or more of age, to stand for election to and if duly elected, hold any Regional office.
- 345 To attend and compete in accordance with the rules of the Region in any Regionally sponsored or sanctioned event, subject to the Regulations and licensing requirements of the Region and SCCA.
- 350 **Dues.** The annual dues for the various Classes and categories of members shall be in such amounts as may be from time to time established by the Board of Directors and are

payable each year, at the time of application for or renewal of national membership in the Sports Car Club of America.

360 **Termination of Membership.**

361 Any member who for any reason ceases to be a member of the Sports Car Club of America immediately ceases to be a member of the Region and of any Affiliated Club and automatically loses all privileges of membership.

362 Any member may resign from the Region by submitting a written resignation to the Secretary. Such resignation also constitutes resignation from any Affiliated Club. Such resignation does not relieve the former member of any debt to the Region or Club, at the end of sixty (60) days after such dues, assessments or debts are due to be paid. A member whose membership has lapsed for this reason may be reinstated by the Board of Directors as provided for below, upon payment of said dues, assessments and debts.

363 Membership in the Region and its Affiliated Clubs shall automatically lapse for non-payment of dues, assessments or other debts to the Region or Club, at the end of sixty (60) days after such dues, assessments or debts are due to be paid. A member whose membership has lapsed for this reason may be reinstated by the Board of Directors as provided for below, upon payment of said dues, assessments and debts.

364 Any member may be expelled from the Region and its Affiliated Clubs for an infraction of Regional Bylaws or Regulations or for such other cause as may be determined by the Board of Directors to be in the best proposed expulsion and afford the member a reasonable time of not less than ten (10) calendar days from the date of delivery of such notice for the member to show cause, if any, why such action should not be taken. Such member shall be entitled to appear in person, and/or by a representative, before the Directors, meeting for that purpose and to present such reasons or evidence as to why the proposed expulsion should not be carried out. No person, other than the Board of Directors, persons specifically requested by the Board, the member whose expulsion is proposed and/or the member's representative shall be present at such meeting of the Board unless otherwise requested by the member, in which event the member may request attendance of a reasonable number of other persons (no more than five unless a greater number is specifically authorized by the Board).

365 Any member whose expulsion is ordered by the Board of Directors following a meeting as provided for above, shall have the right to appeal such order of the Directors within ten (10) days of its delivery in writing to the member. Such appeal shall be made by presenting a written appeal to the Secretary within the allotted time. Upon receipt of such appeal, the Secretary shall notify each member of the Region of the time and place designated by the Board of Directors for a Special General Meeting of the Region to consider the appeal. The time designated by the Board of Directors shall be no less than fourteen days after the mailing of the meeting notice nor more than sixty (60) days after the date that the appeal was presented to the Secretary.

366 At the Special General Meeting called for the purpose of considering the appeal, the Directors shall designate one of their members to present the reasons why the Directors have ordered the member's expulsion and any accompanying evidence. The member and/or the member's representative may present such reasons or evidence as to why the proposed expulsion should not be carried out. The designee of the Directors shall speak first; the member or the member's representative (but not both) shall speak second. No further argument, rebuttal or presentation of evidence shall be permitted except upon majority vote of the members present (other than the Directors, the members whose expulsion is proposed and the member's representative). If further argument is permitted then both the Directors' designee and the member or the member's representative may

speak again in the same order as previously prescribed. At the conclusion of arguments, a vote of the members present (including the Directors but not the Regional Executive, the member whose expulsion is proposed and the member's representative if a member) shall be taken by secret, written ballot. The member in question shall not be expelled unless a majority of the members present, a quorum of the membership of the region being present, vote to approve the order of expulsion. In the event of a tie, the Regional Executive shall cast the deciding vote.

- 367 Any Special General Meeting of the Region called for the purpose of considering an appeal from an order of expulsion may be adjourned by the Regional Executive to meet at a future time for the purpose of obtaining a quorum.
- 370 **Reinstatement to Membership.** Upon written request from a former member, presented to the Secretary, the Board of Directors may, by affirmative vote of two-thirds of the total members of the Board, reinstate such member of the appropriate class upon such terms as the Board deems appropriate.
- 380 **Suspension and Reprimand.** The Board of Directors may suspend any member from competition for a period of no longer than twelve (12) months or may reprimand any member in writing for an infraction of Regional By-laws or Regulations or for such other cause as may be determined by the Board of Directors to be in the best interest of the Region.
- 381 The procedure to be followed by the Board for suspending or reprimanding a member shall be the same as prescribed in Section 360 above with the exception that the member shall have no right to appeal either a suspension or reprimand to the members of the Region unless the Regional Executive, or any two Directors, or ten percent (10%) of the current members of the Region call a Special General Meeting of Members for the purpose of permitting the affected member to present such an appeal, in which case it shall be presented and acted upon as prescribed in paragraph 366.
- 400 **General Meetings of the Region.**
- 410 **Annual Meeting.** An Annual General Meeting of the Members of the Region shall be held at such time and place as may be designated by the Board of Directors for the purpose of considering reports of the affairs of the Region, electing Directors and Officers who will take office at the beginning of the coming business year and the transaction of such other business as may be properly be brought before the membership of the Region. The Annual General Meeting will normally be called for a date near the end of the current business year (shortly before or just after the end of the current business year).
- 420 **Special Meetings.** Special General Meetings of the Members of the Region may be called for any purpose by the Regional Executive, or if he be absent or refuse to act, by any two Directors. Special General Meetings of the Members of the Region may also be called by written request to the Secretary of ten percent (10%) of the current members as of the date the request is presented to the Secretary.
- 430 **Place of Meeting.** The Board of Directors may designate a place within the geographic limits of the Region as the place of meeting for any Annual or Special General Meeting called by the Board. If no place is designated by the Board, the place of meeting shall be the Registered Office of the Region.

431 Should a Special General Meeting be called by the membership, the place of the meeting shall be designated by those members calling the meeting or if no such place is designated, the Registered Office of the Region.

440 Notice of Meeting. Notice of the place, day and hour of any Annual or Special General Meeting shall be delivered to each member entitled to vote at such meeting, not less than seven (7) nor more than thirty (30) days before the date of such meeting. Such notice may be delivered personally, by e-mail, by posting notice on the club web site, and/or by postal mail service. The purpose for which the meeting is called and or the agenda for the meeting shall be stated in the notice.

441 The notice shall be delivered (via one or more of the methods spelled out in section 440 above) by the Secretary for meetings called by the Regional Executive or the Board, by the Directors for meetings called by two or more Directors in the absence of action by the Regional Executive and by the members for meetings called by the membership.

442 If mailed, the notice of the meeting shall be deemed to be delivered when deposited in a post box or office within the United States and addressed to the member as it appears in the records of the Region, with postage thereon prepaid. If e-mailed, the notice shall be deemed to be delivered when sent to the e-mail address on file with the region for each member.

450 **Informal Action by Members.**

451 If all of the members shall meet, at any time and place, within or without the State of Texas, and consent to the holding of a meeting, such meeting shall be valid without the call or notice and at such meeting any corporate and Regional action may be taken.

452 Any action required by law to be taken at a General Meeting of the Membership, or any action which may be taken at such a meeting, may be taken without a meeting if consent in writing, setting forth the actions so taken shall be signed by all members entitled to vote at a meeting with respect to the subject matter thereof.

460 Quorum. Following proper notice of the meeting, the members present at the General Meeting shall constitute a quorum at such meeting, providing that a quorum shall consist of no fewer than 5 (five) members. If a quorum is not present at any General Meeting, a majority of the members present may adjourn the meeting to a future time and the same or another place of which proper notice can be given or they may adjourn the meeting indefinitely.

470 **Proxies.** Voting by proxy is not permitted.

480 **Manner of Acting.** At a meeting at which a quorum is present, a majority of votes entitled to be cast on a matter to be voted on shall be necessary for the approval or adoption thereof unless law or these Bylaws require a greater proportion.

490 **Voting by e-Mail.** When Directors or Officers are to be elected, that election may be conducted by postal mail and/or e-mail in such manner as the Board of Directors shall determine. The rules for conducting Bylaws changes are spelled out in section 800.

500 **The Board of Directors.**

501 The Board of Directors shall consist of the following officers:  
Regional Executive  
Assistant Regional Executive  
Secretary

Treasurer  
Activities Director  
The immediately past Regional Executive  
The appointed Representatives of all Affiliated Clubs

- 502 The Board of Directors may appoint, by majority vote, such other Officers as the business of the Region may require, each of whom shall have such authority and perform such duties as prescribed by the Board but may not vote as a member of the Board.
- 510 **Powers.** Subject to any limitation in the Articles of Incorporation of the Region or in the general non-profit laws of the States within the geographical limits of the Region, the Directors of the Region shall exercise corporate powers. Without limitation of such powers, the Directors shall have the following specific powers:
- 511 To select, appoint and remove any and all of the appointed subordinate officers, agents and employees of the Incorporation and these By-laws, fix their compensation, if any, and to require from them security for faithful performance.
- 512 To conduct, manage and control the affairs and business of the Region and to make such Regulations therefore as permitted by law, the Articles of Incorporation and these By-laws.
- 513 To change the Principle Office of the Region from one location to another within the Region, to designate any place for holding any meeting of the Board of Directors or for any General or Special Meeting of the members and to adopt a corporate seal.
- 514 To elect persons to fill vacancies occurring in the Board of Directors other than the Regional Executive, Representatives of Affiliated Clubs and the Past Regional Executive.
- 515 To grant Honorary Membership to persons who have commended themselves to the esteem of the Region as a whole or performed outstanding service to the Region, furthering the Purpose of the Region and the interests of organized motorsports.
- 520 **Elections.** Elections for the offices of Regional Executive, Assistant Regional Executive, Secretary, Treasurer and Activities Director shall be conducted by voting for office. The results will be communicated to the Pan Am Region secretary for notification of the membership.
- 521 It is hereby prohibited for one person to hold the office of Regional Executive and as the Chief Executive Officer of an Affiliated Club at the same time. To prevent this possibility, Affiliated Clubs shall not elect their officers for the coming term prior to the Regional Meeting at which the Regional Board of Directors is elected.
- 522 Annually, the Regional Executive shall serve as Chairman of a Nominating Committee, to be selected by the Regional Executive and the Board of Directors. It is acceptable for the Board of Directors to decide to become the Nominating Committee itself. The goal of the Committee is to submit to the Secretary, thirty (30) calendar days in advance of the date set for the Annual General Meeting, the names of one or members in good standing of the Region as candidates for election to each of the offices of Regional Executive, Assistant Regional Executive, Secretary and Treasurer. This 30 day time requirement can be waived by the Board of Directors at their discretion if there is difficulty in finding suitable candidates willing to serve. Within seven (7) calendar days, the Secretary shall notify all members by e-mail, web site posting, or postal mail service of the persons so nominated. Nominees, especially for contested elections, may submit to the Secretary a statement of their club philosophy or of their intentions for the job if elected, to be sent to the membership prior to the election in a manner deemed appropriate by the Secretary.

- 523 In addition to those candidates nominated by the Committee, any three (3) members of the Region may nominate candidates for election as Directors. Such nominations must be made in writing, signed by all the nominating members and delivered to the Secretary, in person, by e-mail, or by certified or registered mail, thirty (30) calendar days prior to the date set for the Annual General Meeting.
- 524 Not less than 7 (seven) nor more than 30 (thirty) calendar days prior to the date set for the Annual General Meeting, the Secretary shall prepare a ballot containing the names of all the candidates nominated in accordance with paragraphs 522 and 532 and shall e-mail such ballots to all Members of the Region in company with Notice of the Annual General Meeting.
- 525 Ballots may be cast by e-mail or in person at the Annual General Meeting. E-mailed ballots shall be e-mailed by the Members to the Secretary, indicating the candidates for which the Member desires to vote. Ballots must be delivered to the Secretary prior to the time at which the item of election of Directors is taken up at the Annual Meeting.
- 526 All e-mailed ballots should be printed or saved electronically if possible to document voters choices. At that time, ballots shall be tallied by the Secretary, assisted by a member who is not a candidate for office (if possible), designated by the Regional Executive.
- 527 A majority of the members voting shall be required to elect each Director. When the votes are first tallied, if no one person nominated for an office has a majority, then a second ballot shall be taken from among those members present at the meeting. The candidates to be considered on the second ballot shall be those receiving the greatest number of votes on the first ballot and who among them have received more than a majority of the votes cast but no more candidates than necessary so that they have a majority among them. Succeeding ballots shall be taken until a candidate for each Office is elected by majority vote.
- 530 **Tenure.** The term of office of the Board and/or any Officers appointed by the Board shall be nominally one year, or until their successors have been elected and appointed.
- 531 While the preference is that the Regional Executive Officer should serve no more than two (2) consecutive one year terms in the same office, if a suitable candidate for the position can not be found, one individual may serve up to five (5) consecutive years as RE. Other elected officers: Assist. RE, Secretary, Treasurer and Activities Director may serve more than two (2) consecutive terms, but not more than five (5) one year terms in the same office.
- 532 Appointed Officers may be reappointed by each newly elected Board without limitation on the number of consecutive terms to which so appointed.
- 533 Should the Regional Executive be elected to a second consecutive term of office, the current Past Regional Executive shall automatically continue to serve as a Member of the Board.
- 540 **Duties.** Subject to direction and control of the Board of Directors as a whole, the Officers of the Board shall have the following specific duties and in addition, such other duties as the Board may prescribe:
- 541 The Regional Executive shall be Chief Executive Officer of the Region, shall supervise, direct and control the business affairs of the Region, preside at all meetings of the Board



and at all General and Special Meetings of the Members of the Region.

- 542 The Assistant Regional Executive shall provide such assistance in the performance of the duties of the Regional Executive as the Regional Executive may request and in absence, death or disability of the Regional Executive, perform all of the duties and have all powers of that office.
- 543 The Activities Director shall arrange, schedule and coordinate all competitive events sanctioned by the Region, within this and with other Regions and Divisions of the Sports Car Club of America.
- 544 The Secretary shall attend all meetings of the Board and General Meetings of the members, record all minutes and votes, keep the Seal of the Region in safe custody and shall give all notices of meetings of the Board of Directors or of General and Special Meetings of the members required by law or these By-laws.
- 545 The Treasurer shall keep adequate and correct amounts of the monies, properties and finances of the Region, deposit all monies and other valuables in the care and to the credit of the Region with depositories designated by the Board of Directors, disburse the funds of the Region as ordered by the Board, render to the Regional Executive and the Board, whenever they request, an account of the Region's transaction and financial condition and shall post bond at the expense of the Region in such amount as the Board directs.

**550 Meetings.**

- 551 Regular Meetings of the Board of Directors shall be held each calendar month at such place and time as shall be designated by the Regional Executive or by the Board. When Regular Meetings are held at the same time and place on the same day of the month, notice of meetings after the first need not be given. Whenever the time, place or day of Regular Meetings is first set, changed, or a Meeting rescheduled or cancelled, written or electronic notice of such setting, changing, rescheduling or cancellation shall be given by the Secretary no less than seven (7) calendar days prior to the date of the meeting.
- 552 Special Meetings of the Board of Directors for any purpose may be called by the Regional Executive, or in the case where the Regional Executive is absent, disabled or refuses to act, by any two (2) Directors. Notice of such Special; Meetings shall be given by the Secretary, either by e-mail, postal mail service, by posting on the regional web site, or by telephone, no less than seven (7) calendar days prior to the date of such meeting.
- 553 When all or a majority of the Directors are present at any Meeting and consent to the holding of such Meeting, all actions by the Directors present at the Meeting are valid as if the meeting had been called by due notice.
- 554 Three (3) Directors constitute a quorum at a Meeting, for the transaction of any business other than to adjourn. Every action of a majority of the Directors present at a Meeting duly held at which a quorum is present shall be a valid action of the Boards of Directors.
- 555 A majority of the Directors present at any Meeting may adjourn such Meeting even if such majority does not constitute a quorum.

**560 Vacancies and Succession.**

- 561 Should any Director be unable or unwilling to perform the duties of Director for a period of ninety (90) calendar days, for any reason, including but not limited to, absence or relocation from the Region, illness, injury, disability or death, such Director automatically vacates the office of director as of the ninetieth (90th) calendar day after such absence, disability, or unwillingness to perform was first noted in the minutes of a Meeting of the Board; or in the case of death or injury or disability so grave as to obviously prevent such Director from ever performing the duties of Director, such Director vacates the office of Director upon affirmative vote of a majority of the Directors present at the next Board Meeting at which a quorum is present.
- 562 A vacancy in the Office of Regional Executive shall be filled by succession. A vacancy in the offices of Assistant Regional Executive, Activities Director, Secretary or Treasurer shall be filled by special election by the Board of Directors.
- 563 Should the Office of Regional Executive become vacant then the Assistant Regional Executive shall automatically succeed to and become the Regional Executive and exercise the authority and perform the duties of Regional Executive. The Office of Assistant Regional Executive shall then be filled by special election by the Board.
- 564 Should the Offices of Regional Executive and Assistant Regional Executive both become vacant then the Activities Director shall succeed to and become the Regional Executive. The offices of Assistant Regional Executive and Activities Director shall then be filled by special election of the Board.
- 565 Should the Office of Activities Director become vacant at the same time as those of Regional Executive and Assistant Regional Executive, the remaining Directors shall call a Special Meeting of the Board at the earliest opportunity and elect from their number a chairman to preside at Meeting of the Board and of Members. Should this triple vacancy occur less than one hundred and twenty (120) calendar days prior to the date already set for the Annual General Meeting of the Members, or to a date for such Annual General Meeting set at the Special Meeting called upon occurrence of the triple vacancy, then the Directors shall take the steps prescribed by these Bylaws to nominate and elect Officers at the Annual General Meeting. Should the triple vacancy occur more than one hundred and twenty (120) calendar days to the date already set for the Annual General Meeting of the members in accordance with the Bylaws, then the Directors shall set the date for a Special General Meeting of the Members and take the steps prescribed by the Bylaws to nominate and elect Officers at such Special; Meeting to fill the three vacant Offices until the date of the Annual General Meeting.
- 566 When a vacancy in the Board is to be filled by special election by the Board, the Board may, by majority vote, delay such special election until the next Regular Meeting of the Board in order to permit Representatives of Affiliated Clubs to solicit nominations from the members of their Clubs. At the Meeting at which the special election is to be held, such election shall be the first item of business after the Meeting is convened and the minutes of the prior Meeting read and acted upon. Nominations for the vacant Office shall then be opened and every Director present shall be permitted to nominate one candidate for the Office or to signify no nomination. Successive votes upon the nominees shall then be taken by secret written ballot, using the same procedure as when electing Directors at an Annual General Meeting, until a candidate is elected, by majority vote of the Directors present, to fill the vacant office.
- 570 **Removal.**
- 571 Those Officers who are elected at the Annual General Meeting may be removed from office by the members of the Region at any Special Meeting of the Members properly called for such purpose. Those Officers, Directors and number of members entitled to

call a Special Meeting of the Members may do so for the purpose of removing any or all such Officers.

- 572 At such a Special Meeting, the Regional Executive shall preside unless and until removed from office, after which, those officers shall preside who succeed to the Office of Regional Executive, unless and until they too are removed. In such event, the Special Meeting shall be adjourned and the remaining Directors shall proceed as prescribed in paragraph 562.
- 573 Directors other than those elected at the Annual General Meeting may be removed from office by the Board of Directors by a vote of two-thirds of the majority of the Members of the Board present, providing there is a quorum. A vacancy so created shall be filled as provided in paragraph 562.
- 574 Directors who are Representatives of Affiliated Clubs may be removed as provided in paragraph 573 or by the Affiliated Club so represented in accordance with its own Bylaws.
- 580 **Compensation.** Directors shall not receive any salary, fees or other compensation for their services as Directors.
- 581 It is hereby prohibited for a Director to serve as an employee of the Region, receiving compensation therefore. Should an employee of the Region be properly nominated and elected or appointed to the Board, such employment and compensation shall automatically cease as of the date of such election or appointment.
- 582 It is expected that Directors will contract debts on behalf of the Region, make payment of such debts from their personal funds and be reimbursed as the Board may authorize and direct. Such reimbursement shall not be considered as compensation and is authorized as directed by the Board.
- 583 When a Directors is the proprietor, partner or principal in a business offering goods or services to the public and when the Board has determined that the purchase of such goods or services is necessary to the business of the Region and are best obtained from the firm of such Director, such Director may accrue such profit from that transaction as would be accrued if the goods or services were purchased by the firms best, most favored customer and such profit shall not be considered as compensation.
- 584 Nothing in the above shall be construed as to authorize the Board or any Director to enter into transactions to sell or purchase goods or services not needed by the Region or at any price in excess of fair market price, or the most favorable price reasonably and lawfully obtainable.
- 590 **Indemnification.** No member of this Region shall be personally liable for any of its debts, lawfully contracted in accordance with these Bylaws.
- 591 Each Member of the Board of Directors and each Officer of the Region, whether or not then in office, (and his or her heirs, executors, and or administrators) shall be and hereby is indemnified by the Region against any and all cost and expense (including but not limited to legal fees) incurred by or imposed on him or her, in reason of being or having been a Director of Officer of this Region, including costs and expenses paid in connection with the settlement or compromise of any such action, suit or proceeding.
- 592 Nothing herein shall protect or be deemed to protect any Director or Officer of the Region against any liability to the Region or to its Members to which such Director or Officer

would otherwise be subjected by reason of willful misfeasance, bad faith, gross negligence or reckless disregard of the duties involved in the conduct of his or her office.

593 The foregoing right of indemnification shall not be exclusive of other rights to which any Director or Officer of the Region may be entitled to as a matter of law.

600 **Committees.**

610 **Prohibition of Certain Committees**

611 The Members of the Region, in adopting these By-laws and delegating authority to the Regional Board of Directors to exercise all corporate powers and to conduct, manage and control the affairs and business of the Region, expect that all of those Officers elected by the members and those appointed by Affiliated Clubs in accordance with these By-laws to exercise the authority and powers so delegated and represent the members of the Region and its Affiliated Clubs.

612 The Board of Directors is therefore specifically prohibited from designating or appointing any committee of fewer number of members than the number of the Board as a whole and delegating to such committee the powers, authority and responsibility of the Board as a whole or to permit any committee to exercise those powers and authorities which these By-laws delegate to the Board as a whole.

620 **Other Committees.**

621 Except as specifically prohibited in Section 610, other Committees not having or exercising the authority of the Board may be established in such manner as may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present.

622 Except as otherwise provided in the establishing resolution, the members of each such Committee shall be members of the Region, and the Regional Executive shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Region shall be served by such removal.

700 (To be assigned at a later date.)

800 **Bylaws Amendments.** New bylaws may be adopted or these bylaws may be repealed or amended according to the following process: The proposed new bylaws or the changes required must be posted on the club web site at least 30 (thirty) days before the voting will end. An e-mailed notification of the proposal to change the bylaws will be sent out to alert club members to read them on the web site and vote, also with at least 30 (thirty) days notice. Members will be instructed to send their e-mail votes for or against the bylaws changes to the Club Secretary's e-mail address (or a suitably designated alternate e-mail recipient approved by the Board of Directors). A simple majority of those votes cast for or against will determine the result of the bylaws election.