

**BY-LAWS
to the
Articles of Incorporation
of
SPORTS CAR CLUB OF AMERICA
SAN DIEGO REGION, INC.**

AMENDED AND RESTATED AS OF AUGUST 9, 2020

ARTICLE I

MEMBERSHIP

Section 1. PREREQUISITES TO MEMBERSHIP

- A. All members of this San Diego Region ("Region") except honorary members must perform maintain their membership in good standing in the SPORTS CAR CLUB OF AMERICA, a Connecticut non-profit corporation.
- B. Member of said Connecticut corporation who shall have become member in other regions thereof, who shall file an appropriate application for and be accepted as members hereinafter provided, may become members of this Region.
- C. All members of this Region shall meet all financial obligations promptly and by their application for and acceptance of membership give tacit agreement to abide by these By-Laws.

Section 2. CLASSIFICATIONS

- A. Regular membership shall be open to persons interested in the general purposes of this Region as set forth in its Articles of Incorporation.
- B. Spouse membership shall be limited to the spouse of a regular Region member in good standing.
- C. Junior membership shall be limited to those holding junior membership in said Connecticut corporation.
- D. Honorary membership shall be restricted to those persons who have commended themselves to the esteem of the membership as a whole, or who have performed an outstanding service to the Region, and who shall have been elected honorary members for a period of one year by the majority of the Board of Directors at any regular or special meeting thereof. Such honorary members are not required to maintain membership in said Connecticut corporation.
- E. Regional life membership shall be granted to any member with 50 years continuous membership in the Region and may be granted by the Board of Directors in recognition of long-term participation and/or outstanding service to the Region. Regional life membership carries full regular membership privileges and waives all regional dues. Regional life members must, however, maintain a current membership status in said Connecticut corporation.

Section 3. MEMBERSHIP PRIVILEGES

All members, whether regular, spouse, regional life, junior or honorary, shall be privileged to attend any and all meetings of the club membership, and to participate (subject, however, to licensing and/or other requirements in the General Competition Rules or elsewhere by said Connecticut corporation when applicable) in any and all events sponsored or sanctioned by the Region. Regular, spouse, Regional life and junior members shall be eligible to hold an elective office, and shall be entitled to vote on Region matters as conferred elsewhere in these By-Laws.

Section 4. MEMBERSHIP MEETINGS

When a general membership meeting is called (as directed by the Board of Directors), the meeting time and place shall be designated by the Board of Directors. Notice of this meeting shall be distributed to the

membership using reasonable means in the judgment of the Board with the intention of reaching the membership of the Region, which may include solely or in any combination, but not be limited to, email, internet posting, direct mailing, publication, facsimile or other means.

The purpose of this meeting shall encompass reports of club affairs and business, nominations of directors, announcement of election results and the transaction of business properly brought before the general membership.

Section 5. QUORUM

At a general membership meeting a voting quorum (for any purpose other than the approval of minutes of previous meetings, receiving reports and conducting nominations of directors) shall consist of a simple majority of the attending members of the Region, in good standing.

Section 6. METHOD OF ACTING

At all membership meetings, all actions, except elections of directors, shall be by those present and eligible to vote. There shall be no proxy or absentee ballots.

Section 7. EXPULSION

- A. Any member, except honorary members, who shall forfeit, for any reason, membership in said Connecticut corporation shall automatically lose all rights and privileges as a member of this Region.
- B. In addition, any member (regardless of good standing as a member of said Connecticut corporation) may be expelled from this Region for infraction of rules or for such other causes as may be determined by a unanimous vote of a quorum of the Board of Directors at any meeting thereof, whether regular or special, to be for the best interests of this Region; provided, however, that any such member shall be provided an opportunity to be heard, either in person or in writing, by such quorum of the Board of Directors, on any charge as to which that person shall have been notified, before any such vote shall be taken by the Board of Directors.

Section 8. RESIGNATION

Any member may resign from the Region by directing a letter of resignation to the Secretary of the Region. The resignation shall be effective upon receipt thereof by the Secretary, provided all of the Member's indebtedness to the Region shall have been paid.

ARTICLE II

OFFICES, PLACE OF BUSINESS

The principal office for the transaction of the business of the Corporation may be established at any place or places within the Region, designated by the Board of Directors.

ARTICLE III

BOARD OF DIRECTORS AND QUALIFICATIONS

Section 1. NUMBER AND QUALIFICATIONS

The management of the Region shall be vested in a Board of Directors composed of seven (7) members in good standing. Eligibility to be nominated or elected to serve as a member of the Board of Directors of the Region shall be limited to persons whose Region of record is the San Diego Region as recorded in the records of SCCA, Inc. A member of the Board of Directors of the San Diego Region shall not be a member of the Board of Directors of any other SCCA Region.

Section 2. OFFICERS

The Board of Directors shall select from its number a Regional Executive, Assistant Regional Executive, Secretary and/or Treasurer. The Board of Directors may appoint from its number or from the general membership such other subordinate officers as the Region may require.

Section 3. TENURE OF OFFICE

The elected term of office of each director shall be one (1) year. However, the Board of Directors may, by majority vote at its August meeting, extend the term of office of not more than three (3) Directors for one (1) year beyond their elected term of office. The annual term of office shall be extended from January 1 to December 31.

Section 4. DUTIES OF OFFICERS

- A. The Regional Executive shall be chief executive officer of the Region subject to control of the Board of Directors as a whole. The Regional Executive shall have general supervision, direction, and control of the business and affairs of the Region. The Regional Executive shall preside at all meetings of the Board of Directors and at all meeting of members. In addition, the Regional Executive shall have such other powers and perform such other duties as may from time to time be prescribed by the Board of Directors. The Regional Executive shall furthermore act as a liaison officer between this Region and the Sports Car Club of America, a Connecticut non-profit corporation.
- B. The Assistant Regional Executive shall, in the absence, death or disability of the Regional Executive, perform all of the duties and have all powers of the Regional Executive. In addition, the Assistant Regional Executive shall serve as an assistant to the Regional Executive, and shall have such other powers and perform such other duties as may from time to time be prescribed by the Board of Directors.
- C. The Secretary shall be responsible for the keeping of adequate and accurate minutes and voting records of all meetings of the membership and Directors. The Secretary shall keep the Seal of the Region in safe custody. The Secretary shall be responsible for the notification of all members of meetings of the membership and Directors. The Secretary shall insure that an accurate and up to date membership roster is maintained and shall have such other duties as may be prescribed by the Board of Directors and shall be responsible for all official correspondence of the Region and shall keep records thereof.
- D. The Treasurer shall be responsible for the keeping of adequate and correct accounts of the properties and business transactions of the Region. The Treasurer shall deposit all moneys and other valuables in the name and to the credit of the Region with such depository as may be designated by the Board of Directors and shall disburse the funds of the Region as may be ordered by the Board of Directors. The Treasurer shall render to the Regional Executive and Directors, whenever they request, an account of the transactions as Treasurer and of the financial condition of the Region and shall have such other powers and duties as may be prescribed by the By-Laws or by the Board of Directors. In addition, the Treasurer shall, if required by the Board of Directors, post bond at the expense of the Region.

Section 5. POWERS OF THE DIRECTORS

Subject to any limitations in the Articles of Incorporation or in the general non-profit corporation laws of the State of California, the Directors of this Region shall exercise all corporate powers. Without limitation thereon, it is hereby expressly declared that the Directors shall have the following specific powers, among others to wit:

- A. To select and remove any and all of the subordinate officers, agents and employees (if any) of the Region; prescribe such powers or duties therein as may not be inconsistent with the law of the Articles of Incorporation, and to fix their compensation, if any, and to require from them security for faithful performance.

- B. To conduct, manage, and control the affairs and business of the Region, and to make such rules and regulations therefore not inconsistent with the law, the Articles of Incorporation or these By-Laws, as they may deem best.
- C. To change the principal office of the corporation from one location to another within the County of San Diego; to designate any place within or out of the State of California for the holding of any Directors' or members' meeting or meetings, and to adopt a corporate seal.
- D. To appoint an Executive Committee and other committees and to delegate to the Executive Committee any of the powers and authorities of the Board in the management of the business and affairs of the Region, except the power to adopt, amend, or repeal By-Laws. The Executive Committee shall be composed of not less than three (3) Directors.
- E. To elect additional Directors in the event of a vacancy in the membership of the Board of Directors.
- F. To grant honorary and Regional life memberships.
- G. To adopt such rules and regulations as may be necessary or convenient, provided the same do not conflict with the non-profit corporation law of the State of California, the Articles of Incorporation and these By-Laws.
- H. The Board of Directors shall require written operating budgets for events, from all Chiefs of Specialties and committees, before approval can be given.

Section 6. BOARD OF DIRECTOR MEETINGS

A regular meeting of the Board of Directors shall be held monthly. The day, time and meeting place shall be at the discretion of the Board. This meeting is to be for the purpose of conducting the business of the Region empowered to the Board of Directors. Notice of the time and place of this meeting shall be distributed to the membership using reasonable means in the judgment of the Board with the intention of reaching the membership of the Region, which may include solely or in any combination, but not be limited to, email, internet posting, direct mailing, publication, facsimile or other means at least seven (7) days in advance of the meeting.

Section 7. SPECIAL MEETINGS OF THE BOARD OF DIRECTORS

A special meeting of the Board of Directors may be called for any purpose at any time by the Regional Executive or, in the case of the Regional Executive's absence, disability, or refusal to act, by any two Directors. Personal notice must be given to all members of the Board of Directors at least twenty-four (24) hours in advance.

Section 8. WAIVER OF NOTICE

The transactions of any meeting of the Board, however called and noticed, or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if (i) a quorum is present, and (ii) either before or after the meeting, each of the Directors who is not present at the meeting signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent does not need to specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Also, notice of a meeting is not required to be given to any Director who attends the meeting without protesting before or at its commencement about the lack of adequate notice. Directors can protest the lack of notice only by presenting a written protest to the Secretary either in person, by first-class mail addressed to the Secretary at the principal office of the Corporation as contained on the records of the Corporation as of the date of the protest, or by E-mail addressed to the Secretary of the Corporation.

Section 9. QUORUM

Four (4) Directors shall be necessary to constitute a quorum for the transaction of business, except to adjourn, as hereinafter provided. Every act of a majority of the total number of Directors, including those not present at a meeting duly held at which a quorum is present, shall be regarded as the act of the Board of Directors.

Section 10. ADJOURNMENT

A quorum of the Directors may adjourn any meeting of the Board of Directors to meet again at a stated day and hour, provided, however, that in the absence of a quorum, a majority of the Directors present at any meeting of the Board of Directors, whether regular or special, may adjourn from time to time fixed for the next regular meeting of the Board.

Section 11. FEES AND COMPENSATION

Directors shall not receive any salary or fee for their services as Directors, but nothing herein contained shall be construed to preclude any Director from serving the Region as an agent, employee, or otherwise, and receiving compensation therefore.

Section 12. VACANCIES

A vacancy or vacancies shall be deemed to exist in the case of death, resignation or removal of any Director. Any Director who has unexcused absences from four (4) regular or duly notified special meetings per one-year term or any three (3) consecutive such meetings, may be deemed to have resigned by a majority of the remaining Directors. Vacancies occurring during the course of any given year shall be filled by election at the next succeeding meeting of the Board of Directors, and the Director(s) so elected shall not be eligible for extension of their terms as provided for in Article III, Section 3.

Section 13. ELECTION OF OFFICERS

- A. Nominating Committee: Annually, no later than the August Board of Directors Meeting, the Board of Directors shall appoint one of its members as Chairman of the Nominating Committee. The Chairman shall, in turn, appoint two members from the general membership as Members of the Nominating Committee to be presented at the September Board of Directors meeting. The Members of the Nominating Committee are neither to be candidates nor to accept nomination for any elected position in the election for which the Nominating Committee is appointed. The Nominating Committee shall present at the October Board of Directors meeting the names of members in good standing that wish to be candidates for the office(s) of each Director concluding his or her term, including any Board of Directors members eligible for and seeking re-election.
- B. Election Committee : Upon presenting their slate of candidates at the October Board-of Directors meeting, the Nominating Committee, without further action, becomes the Election Committee. It shall be the duty of the Election Committee to accept and record all nominations and to publish, mail, and tabulate all ballots in accordance with these By-Laws. The Election Committee shall announce the election results at the December Board of Directors meeting.
- C. Nominations: In addition to the slate presented by the Nominating Committee, the Election Committee shall accept nominations from the floor at the October Board of Directors meeting. Nominations from the floor shall consist of a verbal nomination and a second by members in good standing, and recognized by the Chairman of the Election Committee at the October Board of Directors meeting.
- D. Election by Acclamation: If there is only one candidate for each vacancy, the election will be by acclamation at the October Board of Directors' meeting.

- E. Balloting Procedure: Ballots will be distributed to the membership using reasonable means in the judgment of the Election Committee with the intention of reaching the membership of the Region, which may include solely or in any combination, but not be limited to, email, internet posting, direct mailing, publication, facsimile or other means no later than the fourth week of October. Individual ballots indicating the names of nominees voted for must be returned no later than the fourth Monday of November. In order to be valid, the returned envelope with individual ballot must include the printed name of the voting member and include the voting member's signature; and membership number. Any envelope containing multiple ballots, or otherwise not meeting these voting requirements, will make such ballots invalid. Voting is limited to life, regular, spouse and junior members in good standing as of September 1 of the election year.

Section 14. REMOVAL OF OFFICERS

The entire Board of Directors, or any individual Director, may be removed from office as provided for in the Corporation Code of the State of California.

ARTICLE IV

DUES

Section 1. AMOUNT AND PAYMENT

- A. The annual Regional dues (if any) for each member of this Region shall be in such amount as may from time to time be determined and fixed by the Board of Directors for each member.
- B. Annual Regional Dues (if any) shall be paid in full in accordance with procedures prescribed by said California Corporation.

ARTICLE V

INDEMNIFICATION OF OFFICERS AND DIRECTORS

- A. No member of this Region shall be personally liable for any of its debts, obligations, and/or actions,
- B. To the fullest extent permitted by law, this corporation shall indemnify its directors, officers, employees, and other persons described in California Corporations Code Section, including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding", as that term is used in that section, and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that section. "Expenses", as used in this bylaw, shall have the same meaning as in that section of the California Corporations Code.

On written request to the Board by any person seeking indemnification under California Corporations Code Section the Board shall promptly decide under California Corporations Code whether the applicable standard of conduct set forth in California Corporations Code Section has been met and, if so, the Board shall authorize indemnification.

To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification of these by-laws in defending any proceeding covered by this Section shall be advanced by the corporation before final disposition of the proceeding, on receipt by the corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately found that the person is entitled to be indemnified by the corporation for those expenses.

ARTICLE VI

AMENDMENTS TO THE BY-LAWS

Section 1. DIRECTORS' RIGHTS

Subject to the right of the members to adopt, amend or repeal By-Laws of the corporation, as hereinafter in Section 2 provided, a majority of the Board of Directors may adopt, amend or repeal any of these By-Laws, other than a By-Law or amendment thereof changing the authorized number of Directors, their tenure of office, manner of election, or the method of amending these By-Laws; provided that any change in the By-Laws adopted by the Board of Directors must be submitted to the next regular or special meeting of the members.

Section 2. MEMBER'S RIGHTS

Any member entitled to vote may bring to the Board of Directors any proposed amendment to these By-Laws. The proposed amendment must be in writing and signed by ten (10) members in good standing, and must be published to the membership by the Board of Directors using reasonable means in the judgment of the Board of Directors with the intention of reaching the membership of the Region, which may include solely or in any combination, but not be limited to, email, internet posting, direct mailing, publication, facsimile or other means. Such proposed amendment to these corporate By-Laws must be submitted in a general ballot to all members in good standing and approved by two-thirds of those members voting.

ANNUAL AWARDS CRITERIA

1. GENERAL

- 1.1 Awards shall be made only to SCCA members of the San Diego Region, and only when one or more candidates clearly warrant recognition for outstanding performance. The Region is not required to make an automatic award in every category; to sustain the prestige of the awards they shall be withheld if doubt exists about a truly suitable recipient.
- 1.2 Prior receipt of an award by an individual or team shall not prevent a second or subsequent award if the criteria clearly indicate that a repeat is warranted.
- 1.3 Some past selections have been made from candidate lists which inadvertently left out valid names. The Regional Executive or nominee shall gather and present to the Board data which will ensure that all potential candidates are properly considered. Those data must include season-end rankings in the National and Regional competition, event entry lists, and local non-SCCA association competition results where applicable. Also, log book issue lists, regional membership printouts, etc.
- 1.4 It is recognized that candidates would be assessed on the basis of objective data (races won, points scored, etc.) and subjective evaluation (sportsmanship, representation of the Region, etc.). The Awards Criteria Committee determined the value of both objective and subjective considerations, and assigned a numerical value to each. By this means, each member of a Board considering an award can enter a series of "grades" in a simple table, and come up with a points total for every candidate.

2. NATIONAL DRIVER OF THE YEAR

- 2.1 Emphasis of the award shall be for performance in National Championship races, participation in the Runoffs, and achieving a National Championship.
- 2.2 Consideration must include ranking the candidates using a 45 point maximum scale as follows:

Performance at National Run-Offs	10 points max.
Performance in Division	10 points max.
National race class wins	5 points max.
Competitiveness of class	5 points max.
Funding and preparation	5 points max.
Improvement over last season	5 points max.
Sportsmanship and representation of the Region	5 points max.

3. RALLY DRIVER OF THE YEAR

- 3.1 Emphasis of the award shall be for performance in Club Rally (TSD) and Pro Rally (Stage) events at the National, Divisional and Regional levels (and including non-SCCA events where applicable) leading to Championships in those categories.
- 3.2 Awards for TSD rallies must consider shared or duplicated awards where both driver and co-driver have San Diego Region as Region of record.
- 3.3 Consideration must include ranking all candidates on a single list using 40 point maximum scales as follows:

Club Rally Contestants

National results	15 points max.
Divisional results	10 points max.
SCCA Regional results	5 points max.
Non-SCCA event results	5 points max.
Sportsmanship and representation of the Region	5 points max.

Pro Rally Contestants

National results	15 points max.
Divisional results	10 points max.
Non-SCCA event results	5 points max.
Funding and preparation	5 points max.
Sportsmanship and representation of the Region	5 points max.

4. REGIONAL DRIVER OF THE YEAR

4.1 Emphasis of the award shall be for performance in San Diego Region and Southern Pacific Division regional races, and participation in the Southern Pacific Championship Series, leading to Championships in these categories.

4.2 Consideration must include ranking the candidate using a 45 point maximum scale as follows:

Performance in SDR Regionals	15 points max.
Performance in SoPac Regionals	5 points max.
Performance in SPRCS	5 points max.
Competitiveness of class	5 points max.
Funding and preparation	5 points max.
Improvement over last season	5 points max.
Sportsmanship and representation of the Region	5 points max.

5. SOLO DRIVER OF THE YEAR

5.1 Emphasis of the award shall be for performance in the National Championship.

5.2 Consideration must include ranking the candidate using a 40 point maximum scale as follows:

Performance at the National Championship	10 points max.
Performance in San Diego Region Solo Events	10 points max.
Competitiveness of class	5 points max.
Preparation	5 points max.
Improvement over last season	5 points max.

6. SOLO WORKER OF THE YEAR

- 6.1 Emphasis of the award shall be for outstanding effort on behalf of San Diego Region in any and all areas of the Region's activities.
- 6.2 Selection for the award shall be based on solicited and unsolicited input to the SDR Board of Directors and as recommended by the Solo Committee. Input from all members of the Region is encouraged. Final choice shall be by the Board of Directors in consultation with previous recipients of the award, and other Regional members as necessary.

7. TIM KUYKENDALL MEMORIAL AWARD (Rookie of the Year)

- 7.1 Emphasis of the award shall be for outstanding performance on and off track by a rookie driver, defined as follows:
- 7.1a Candidates shall have been issued their first novice log book within the period under review, which shall start on October 15 and end on December 31 of the following year.
- 7.1b Candidates shall not have had 4-wheel racing experience, with any sanctioning body whatsoever, prior to receiving their log book.
- 7.2 Consideration must include:
- Demonstrated driving skill
 - Racing successes
 - Attitude and sportsmanship

8. WORKER OF THE YEAR

- 8.1 Emphasis of the award shall be for outstanding effort on behalf of San Diego Region in any and all areas of the Region's activities.
- 8.2 Selection for the award shall be based on solicited and unsolicited input to the SDR Board of Directors. Input from all members of the Region is encouraged. Final choice shall be by the SDR Board of Directors in consultation with previous recipients of the award, and other Regional members as necessary.

9. PIT CREW OF THE YEAR

- 9.1 Emphasis of the award shall be for outstanding performance in support of a San Diego Region Driver.
- 9.2 Consideration must include ranking of all candidates using a 40 point maximum scale as follows.

Performance in San Diego Region Events	15 points max.
Performance in SoPac Events	10 points max.
Competitiveness of class	5 points max.
Preparation	5 points max.
Sportsmanship and representation of the Region	5 points max.

10. JOHN LEWIS SCHOLARSHIP

- 10.1 Emphasis of the award shall be for working and performance of one person from any region of SCCA, for work in the San Diego Region. Candidates may work in any specialty.
- 10.2 The award shall be \$700.00 in cash.

APPENDIX I - TERMINOLOGY

"Competitiveness of class"

Consideration must be given to the number of competitors in a typical race for the class under consideration. For example, competition in Formula Ford would probably warrant a higher points score than a comparable number of wins in GT-1.

"Sportsmanship and representation of the Region"

Consideration must be given to each driver's willingness to be of assistance to other competitors and to race organizers, while maintaining an aggressive but considerate attitude to on-track competitors.

"Funding and preparation"

Consideration must be given to the special effort involved in raising funds to go racing, and the personal effort made in car preparation. Higher points would accrue to a student working part-time to finance a race car, and working on the car himself, than to a company president charging racing expenses to an advertising account and paying others to carry out car preparation.

"Improvement over last season"

Higher point would accrue to a driver who had progressed in the season under review from a former back marker status to running in the top three, than to a driver who ran in the top five last year, and in the top three this year.