TENNESSEE REGION SPORTS CAR CLUB OF AMERICA

AMENDED AND RESTATED PREAMBLE AND BYLAWS

Revision 1.1 - 9/19/2016
Revision 1.2 - 7/9/2020
Revision 1.3 - 4/8/2026
Revision 1.4 - 11/10/2026

PREAMBLE

The Tennessee Region Sports Car Club of America, a corporation organized under the laws of the State of Tennessee (the "TRSCCA" or the "Club"), shall be governed by these Amended and Restated Bylaws (the "Bylaws"), as supplemented by the Operating Procedures of the TRSCCA. In the event of a conflict between these Bylaws and the Operating Procedures, the Bylaws shall serve as the controlling document. Further, if a conflict exists between the Bylaws and the bylaws of the Sport Car Club of America (the "SCCA") the bylaws of the SCCA shall serve as the controlling document.

BYLAWS

ARTICLE I – Name and Purpose

Section 1. Name. The name of the Club shall be "Tennessee Region Sports Car Club of America"

Section 2. Purpose. The nature of the activities to be conducted and the purposes to be promoted and carried out by the Club are as follows: (i) to promote interest in sports cars and other fine automobiles; (ii) to encourage the safe and skillful operation of sports cars and other fine automobiles by developing, arranging and regulating various forms of automotive competition; and (iii) to disseminate information regarding automotive competition through the Club's website, membership meetings and related social and recreational activities for the instruction and enjoyment of its members.

Section 3. Exempt Organization. No part of the net earnings of the Club shall inure to the benefit of, or be distributed to, its members, trustees, officers, or other private persons, except that the Club shall be authorized and empowered to pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes set forth in Article I, Section 2 hereof. Notwithstanding any other provision of the Bylaws, the Club shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal Income tax under Section 501(c)(4) of the Internal Revenue Code of 1986.

ARTICLE II – Membership in the TRSCCA

Section 1. Qualification for Membership. The TRSCCA shall be composed of members in good standing of SCCA (the "Members", or collectively, the "Membership"). Membership in one organization may not be maintained without membership in the other. Qualifications for membership shall be governed by the bylaws of both organizations.

Section 2. Membership Process.

a) Any person seeking membership in the SCCA and the TRSCCA may obtain an application for membership through any TRSCCA member. The completed application, accompanied by payment for SCCA and TRSCCA membership dues, may be submitted to the TRSCCA or sent directly to SCCA National Headquarters.

b) All new Members shall receive a copy of the current Bylaws and Operating Procedures of the TRSCCA upon request. The Bylaws and any amendments thereto shall also be available on the TRSCCA website.

c) Any person who applies for and is duly accepted to membership in the TRSCCA shall be deemed to have accepted the Bylaws and Operating Procedures and shall be bound by them as if they had been a Member at the time of their adoption.

d) To be eligible to participate as a Member in Club events and meetings, Members must be in good standing with the TRSCCA and the SCCA. Evidence of good standing may be shown by presentation of an SCCA Membership Card.

Section 3. Dues

a) The annual TRSCCA membership dues shall be as follows:

(i) Member: $10.00
(ii) Spouses of Members: $5.00 (provided that they have joined the SCCA under the spouse rate)
(iii) Junior Members: $5.00 (provided that they have also joined the SCCA under the junior rate)
(iv) Families: $15.00 (provided that they have also joined the SCCA under the family membership rate.

b) Any Member in good standing of the SCCA and of any SCCA Region may have their membership transferred to the TRSCCA upon application to the SCCA National Headquarters. If the Member has paid regional dues for the year in which the transfer is made, payment of TRSCCA dues for that same year will not be required.

ARTICLE III – Resignation, Termination or Suspension of Membership

Section 1. Resignation of Membership. Any Member may resign from the TRSCCA by giving written notice of resignation to the Secretary, and such resignation shall take effect from the date of acceptance thereof by the officers of the TRSCCA.

Section 2. Suspension or Termination of Membership.

a) Membership in the TRSCCA shall be terminated by delinquency in payment of dues as provided in ARTICLE II hereof.

b) Membership in the TRSCCA shall be suspended or terminated for infractions of the SCCA or TRSCCA rules or regulations, for displays of conduct or actions detrimental to the good of the TRSCCA or for such causes as may be determined by a majority vote of the BoD of the TRSCCA. Membership in the Club may not be suspended or terminated without following the due process procedures of Section 3 below.

Section 3. Procedure for Suspension or Termination of Membership. If a majority of the BoD determines that a Member's membership in the TRSCCA should be suspended or terminated pursuant to Section 2(b) above, the BoD must notify that Member in writing of the charge against them and summon said Member to appear before the BoD to answer the charges. If the Member fails to appear at the appointed hearing time and place, or, if their defense against the charges does not alter the judgment of the BoD, then their membership in the TRSCCA may either be suspended or terminated by a majority vote of the BoD, subject to the approval of the SCCA National Office.

ARTICLE IV - Meetings of Members

Section 1. Quarterly Membership Meetings. Meetings of Members shall be held a minimum of once a quarter at such time and place as the BoD or the Regional Executive shall designate. Digital forums may be used in place of physical location.

Section 2. Special Meetings. A special meeting of Members may be called at any time (with a minimum of three days notice) by the BoD or Regional Executive on their own motion. Such meetings shall be held at such time and place as the BoD of the Regional Executive shall designate. Digital forums may be used in place of physical location.

Section 3. Voting. Each Member shall have one vote on each and every matter submitted to a vote of the Members. At all meetings except as otherwise provided by law, the Members entitled to vote who are present at the meeting shall constitute a quorum.

ARTICLE V - Board of Directors ("BoD")

Section 1. Composition and Term. The affairs of the TRSCCA shall be guided and controlled by the Board of Directors (the "BoD"). The BoD will consist of seven Directors, which shall be elected by the membership and shall hold office for a term of two (2) years. In order to establish a rotating BoD, the election of Members to the BoD by the Membership shall be staggered so that only three or four Directors are elected by the Membership each December. TRSCCA Officers may also serve on the BoD if elected by the Membership.

Section 2. Submissions to the BoD. The Membership may submit any controversial or tabled subjects or motions to the BoD for resolution and/or recommendations by the BoD.

Section 3. Meetings of the BoD. The meetings of the BoD will be held at such time and place as called by the Regional Executive, scheduled at once per month excluding months coinciding with quarterly membership meetings.

Section 4. Quorum. A majority of the BoD shall constitute a quorum, which may act in any manner within its competence by vote of a majority of the Directors present while a quorum in present.

Section 5. Resignation of Director. Any Director may resign from the BoD by giving written notice of resignation to the Chairperson, and such resignation shall take effect from the date the notice of resignation is delivered to the Chairperson.

Section 6. Removal of Director. The BoD may, at any monthly or special meeting, by the affirmative vote of at least a majority of those Directors voting, remove a Director from office for infraction of any Club rule or any other cause, including physical or mental incapacity to serve, conflict of interest, conviction of a felony, behavior detrimental to the Club or deemed not in the Club's best interests or failure to maintain interest in the events of the Club as defined in Article VII, Section 1 hereof. Written notice of the proposed action must be sent to all Directors at least 15 days prior to the meeting. The Director whose service in office is in question shall be given an opportunity to be heard at this meeting, but shall have no vote on the question.

Section 7. Filling of BoD Vacancies. If an elected Director resigns or is removed prior to the commencement of their term, or if a vacancy occurs during the term of a directorship, the majority of the BoD shall fill the vacant directorship as soon as possible by appointment of a Member in good standing with the TRSCCA. A further election to fill the vacancy must be held by the second regular membership meeting from the vacancy.

ARTICLE VI – Officers

Section 1. Officers of the TRSCCA. The officers of the Club (the "Officers") shall consist of the following:

a) Regional Executive ("RE")
b) Assistant Regional Executive ("Asst. RE")
c) Solo Event Chairperson ("SC")
d) Assistant Solo Event Chairperson ("Asst. SC")
e) RallyCross Event Chairperson ("RC")
f) Track Event Chairperson ("TC")
g) Secretary
h) Treasurer
i) Webmaster

In addition to these, the BoD or the RE can appoint Chairpersons for other duties as they see fit, e.g. a Publicity Chair, or a Social Chair. The job descriptions below are minimal and may be supplemented by a more detailed description provided by the BoD.

Section 2. Duties of the Regional Executive. The duties of the RE shall be to direct the affairs of the Region in accordance with the purposes of the SCCA and its bylaws. They shall preside over membership meetings and, with their fellow Officers, plan events for the TRSCCA. It shall be the duty of the RE to appoint the necessary committees not appointed by the BoD which are needed to perform the functions of the TRSCCA. The RE may also appoint a Sergeant-at-Arms to maintain order.

Section 3. Duties of the Assistant Regional Executive. The duties of the Asst. RE shall be to support the RE in the performance of their duties and in their absence, to preside over the TRSCCA meetings.

Section 4. Duties of the Solo/RallyCross/Track Chairpersons. The duties of the SC/RC/TC shall be to plan and administer the TRSCCA's activities and events of their particular program, working in conjunction with the RE and additional Chairpersons. The Chairperson shall be custodian of all equipment and property belonging to the TRSCCA of their responsible program or shall appoint a person to whom custody of all equipment and property is entrusted.

Section 5. Duties of the Assistant Chairperson. The duties of the Asst. Chairperson shall be to support the SC/RC/TC in the performance of their duties, and in their absence, to run the club events of their responsible program.

Section 6. Duties of the Secretary. The duties of the Secretary shall be to keep the records and conduct the correspondence of the TRSCCA, subject to the general directions and supervision of the RE. Secretary, or their appointed representative, shall be present at all meetings to take the minutes of the meetings and transcribe them into readable copies to be delivered to Officers and BoD. The original copy is to remain with the Secretary to be kept in the TRSCCA files. All files may be electronic.

Section 7. Duties of the Treasurer. The duties of the Treasurer shall be to collect all moneys due the TRSCCA and pay all just debts incurred by the TRSCCA. The Treasurer is to prepare and present at each meeting a financial statement showing the true condition of the TRSCCA's finances. The Treasurer shall prepare a statement of income and expense for each event for the purpose of informing the members of the profit and loss of each individual event. These financial reports shall be available to any TRSCCA member who requests them. The originals are to remain with the Treasurer for their files. It shall be their duty to provide for the keeping of permanent financial records for the prior seven years. The Treasurer shall prepare and file any and all forms necessary or required by the Internal Revenue Service or any other government agency. The Treasurer shall also administer the Club Merchandise program, which includes purchasing, maintaining, and marketing Club Merchandise or appointing another member to handle some of the tasks. The treasurer shall be the custodian of necessary club files and shall maintain the mailing address.
For all club banking, only new signers are required to be present with minutes from last meeting of officers stating who will be signers and a cover letter on club letterhead stating what signers, if any, will remain on all accounts

Section 8. Duties of the Webmaster. The duties of the Webmaster include control of the club website (TRSCCA.org) and keeping all of its contents up to date. This includes uploading event results, uploading meeting minutes, and updating upcoming event registrations. Additionally to the website, the Webmaster is the controlling member of the online event registration page for TRSCCA events. This includes creating new events and monitoring for any issues with registrations. In the event the Webmaster cannot accommodate online event registration responsibilities, particular event Chairperson will assume this responsibility. Webmaster will also have control of any social media presence of the Tennessee Region SCCA.

Section 9. Resignation of Officer. Any Officer may resign by giving written notice of resignation to the RE, and such resignation shall take effect from the date the notice of resignation is delivered.

Section 10. Removal of Officer. The BoD may, at any meeting, by the affirmative vote of at least a majority of those Directors voting, remove an Officer from office for infraction of any Club rule or any other cause, including physical or mental incapacity to serve, conflict of interest, conviction of a felony, behavior detrimental to the Club or deemed not in the Club's best interests or failure to maintain interest in the events of the Club as defined in Article VII, Section 1 hereof. Written notice of the proposed action must be sent to all Directors at least 5 days prior to the meeting. The Officer whose service in office is in question shall be given an opportunity to be heard at this meeting, but shall have no vote on the question.

Section 11. Filling of Office Vacancies. If an elected Officer resigns or is removed prior to the commencement of their term, or if a vacancy occurs during the term of office, the majority of the BoD shall fill the vacant directorship as soon as possible by appointment of a Member in good standing with the TRSCCA. An election to fill the vacancy must be held by the second regular meeting from the vacancy.

ARTICLE VII - Election of Officers and Directors

Section 1. Eligibility. Election of Officers and Directors shall take place annually at the Q4 membership meeting. All candidates for election as Officers or Directors shall be in good standing with the TRSCCA. In addition, all candidates shall have participated and shown an interest in the activities of the TRSCCA through their actions in the preceding year. Failure of an Officer or Director to maintain interest, as defined above, during their term of office shall be cause for immediate replacement by the BoD. Upon removal from office by the BoD pursuant to this Section, the Officer or Director is granted the right of appeal before the Membership. Upon the affirmative vote of a majority of Members present at the appeal, the Officer or Director may be reinstated.

a) "Shown Interest", shall be deemed as participating in at least three events and attending the monthly meetings.

Section 2. Nominations.

a) Beginning in November, the Regional Executive shall solicit nominations via social media and meeting announcements. Any Member in good standing may nominate any eligible Member for office. Nominations shall be accepted from the date of announcement until the nomination closure just prior to Q4 membership meeting election.
   (i) In-person nominations shall be submitted to the Regional Executive.
   (ii) Electronic nominations shall be submitted in writing to the Secretary or Regional Executive.

Section 3. Election Procedure. Elections shall be by show of hands or written ballot (survey), at the discretion of the Regional Executive. Votes must be placed by the Q4 Member Meeting. Absentee ballots will be supplied upon request to any Member in good standing. At Q4 member meeting, the Secretary shall count the ballots and record the vote totals.

Section 5. Commencement of Office. The newly elected Officers and Directors shall take office January 1st of the year following the Q4 member election.

Section 6. Vacancies. Vacancies in any elected office occurring between elections will be filled pursuant to Article V, Section 7 and Article VI, Section 10 hereof.

ARTICLE VIII – Personal Liability

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

ARTICLE IX – Indemnification

Section 1. When Indemnification is Available.

a) The Club may indemnify a Director or Officer of the Club against liabilities, including judgments, settlements, penalties, fines and reasonable expenses and legal fees incurred with respect to any threatened, pending or completed action, suit or proceeding whether civil, criminal, administrative or investigative and whether formal or informal. Such indemnification is permitted by the Club if the person seeking indemnification:

(iii) conducted themselves in good faith;

(iv) reasonably believed:

1) with respect to conduct in their official capacity for the Club, that their conduct was in the Club's best interests, or

2) with respect to conduct in other capacities, that their conduct was, at least not opposed to the Club's best interests; and

b) with respect to criminal proceedings, that they had no reasonable cause to believe their conduct was unlawful. The termination of a proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not be determinative of whether the foregoing standard of conduct has been satisfied.

c) The Club shall not indemnify a Director or Officer of the Club in connection with:

(i) a proceeding by or in the right of the Club, in which such person is adjudged liable to the Club; or

(ii) any proceeding charging improper personal benefit to that person, in which they are adjudged liable or, the basis that they improperly received personal benefit(s).

d) Notwithstanding the foregoing, the Club shall indemnify a Director or Officer of the Club who was wholly successful, on the merits or otherwise, in defense of any proceeding to which they were a party, against reasonable expenses incurred by whom in connection with the proceeding.

Section 2. Authorization of Indemnification.

a) The indemnification of a person, permitted by the foregoing provisions, must be authorized in the specific case after a determination has been made that indemnification is permissible under the circumstances because the applicable standard of conduct was met. This determination shall be made by:

(i) the BoD by majority vote of a quorum, which quorum shall consist of Directors not parties to the proceeding, or

(ii) if a quorum cannot be obtained, by a majority vote of a committee of the BoD designated by the BoD, which committee shall consist of two or more Directors not parties to the proceeding; except that Directors who are parties to the proceeding may participate in the designation of Directors for the committee.

b) If the quorum cannot be obtained or the committee cannot be established, or if such quorum or committee so directs, the determination shall be made by:

(i) independent legal counsel selected by a vote of the BoD or the committee;

(ii) by the Membership.

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

Section 3. Application for Indemnification with the Court. A Director or Officer of the Club who is a party to a proceeding may apply for indemnification to the court conducting the proceeding or to another court of competent jurisdiction. On receipt of such an application, the court, after giving any notice it considers necessary, if it determines that such person is entitled to mandatory indemnification pursuant to these Bylaws or law, the court shall order indemnification in which case the court shall also order the Club to pay such person's reasonable expenses. If the court determines that such person is fairly and reasonably entitled to indemnification in view of all of the relevant circumstances, whether or not such person meets the standard of conduct set forth in these Bylaws as a condition of indemnification, or whether such person was adjudged liable in such circumstances which would ordinarily prohibit the Club from making indemnification, the court may order such indemnification as it deems proper.

Section 4. Reimbursement of Reasonable Expenses. The Club may pay for, or reimburse, the reasonable expenses incurred by a Director or Officer of the Club who is a party to a proceeding, in advance of the final disposition of the proceeding, if:

a) the Club is furnished with a written affirmation of such person's good faith belief that they have met the applicable standard of conduct;

b) such person furnishes the Club with a written undertaking, executed personally or on their behalf, to repay the advance if it is determined that they did not meet such standard of conduct; and

c) a determination is made that the facts then known to those making the determination would not preclude indemnification under this paragraph. The foregoing undertaking shall be an unlimited general obligation of such person and need not be secured and may be accepted without reference to financial ability to make repayment.

Section 5. Insurance. The Club may purchase and maintain insurance on behalf of an individual who is or was a Director or Officer of the Club and who, while a Director or Officer of the Club, is or was serving at the request of the Club as a Director, officer, partner, trustee, employee, fiduciary or agent of any other foreign or domestic corporation or of any partnership, joint venture, trust, or other enterprise or employee benefit plan against any liability asserted against or incurred by the individual in any such capacity or arising out of their status as such, whether or not the Club would have the power to indemnify them against such liability under the foregoing provisions.

Section 6. Notification to Membership of Indemnification. If an indemnification or advance of expenses to a Director arises out of a proceeding by or on behalf of the Club, such indemnification, if made pursuant to the foregoing provisions, shall be reported in writing to the Members with or before notice of the next meeting of the Club.

ARTICLE X – Amendment

Section 1. Procedure. To amend the Bylaws, these steps must be taken:

a) A Member must notify the RE of their intention to make a motion to amend.
b) At the following BoD meeting, the proposed motion will be discussed and finalized in form. If approved by a majority of BoD present at the meeting, the motion will become a part of the Bylaws.

ARTICLE XI - Definition of the Operating Procedures

The Bylaws are intended to be the basic document governing the TRSCCA. They may be supplemented by the Operating Procedures, which may define the operation of the TRSCCA in detail. Said Operating Procedures may be initiated, modified, or repealed by a majority vote of the members present at any meeting.

ARTICLE XII - Participation Following an Incident Report

Any participant involved in an incident requiring the completion of an Incident Report, whether involving personal injury, medical evaluation, transportation for medical treatment, or damage to property, shall not be permitted to continue participating in any competitive activities for the remainder of the sanctioned event in which the incident occurred.