

TENNESSEE REGION SPORTS CAR CLUB OF AMERICA, INC.

AMENDED AND RESTATED PREAMBLE AND BYLAWS

PREAMBLE

The Tennessee Region Sports Car Club of America, Inc., 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, Inc. (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, Inc.”

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, monthly 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 distributable 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 he or she 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 his or her 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.

(c) Any Member in good standing of the SCCA and of any SCCA Region may also join the TRSCCA by submitting his or her application to the TRSCCA, accompanied by the payment of regional dues as specified in subsection (a) above. The Member shall then have the option of which Region will be considered his or her "Region of Record" and shall notify SCCA National Headquarters of that designation.

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 him or her 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 his or her defense against the charges does not alter the judgment of the BoD, then his or her membership in the TRSCCA may either be suspended or terminated by a majority vote of the BoD, subject to the approval of the TRSCCA National Office.

ARTICLE IV - Meetings of Members

Section 1. Monthly Membership Meetings. Meetings of Members shall be held a minimum of once a month at such time and place as the BoD or the Regional Executive shall designate.

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 on its own motion. Such meetings shall be held at such time and place as the BoD of the Regional Executive shall designate.

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, six of whom

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 Directors are elected by the Membership each December. The seventh Director will be the past Regional Executive. TRSCCA Officers may also serve on the BoD if elected by the Membership.

Section 2. Appointment of Chairman and Secretary. The BoD shall elect one of its members to act as Chairman and another to act as Secretary. The Chairman shall preside at all meetings of the BoD. In the absence of the Chairman, his or her duties shall be performed by another Director selected by the Chairman. It shall be the Secretary's duty to record the minutes of the meetings of the BoD in a minute book as required by law.

Section 3. Actions Passed by the BoD. All actions passed by the BoD shall be submitted orally for approval by the Membership by the Secretary of the BoD or by the appointed representative at the next monthly membership meeting of the TRSCCA.

Section 4. 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 5. Meetings of the BoD. The meetings of the BoD will be held at such time and place as called by the Chairman. The BoD will be required to hold a minimum of two meetings a year, one during the months of January through June, and another during the months of July through December. Meetings of the BoD shall be open to all Members of the TRSCCA. The Director whose name is the first alphabetically shall be required to call the first meeting of the year.

Section 6. 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 Chairman, and such resignation shall take effect from the date the notice of resignation is delivered to the Chairman.

Section 6. Removal of Director. The BoD may, at any monthly membership 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 his or her 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 a (i) Regional Executive (“RE”), (ii) an Assistant. Regional Executive (“Asst. RE”), (iii) a Competition Director/Activities Chairman (“CD/AC”), (iv) an Assistant Competition Director/Activities Chairman (“Asst. CD/AC”), (v) a Secretary, and (vi) a Treasurer. In addition to these, the BoD or the RE can appoint Chairmen for other duties as they see fit, e.g. a Publicity Chairman, or a Social Chairman. 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. He or she shall preside over membership meetings and, with his or her 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 his or her duties and in his or her absence, to preside over the TRSCCA monthly membership meetings.

Section 4. Duties of the Competition Director/Activities Chairman. The duties of the CD/AC shall be to plan and administer the TRSCCA's activities and events of all sorts, working in conjunction with the RE. The CD/AC shall be custodian of all equipment and property belonging to the TRSCCA, or shall appoint a person to whom custody of all equipment and property is entrusted.

Section 5. Duties of the Assistant Competition Director/Activities Chairman. The duties of the Asst. CD/AC shall be to support the CD/AC in the performance of his or her duties, and in his or her absence, to run the club events.

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. He or she, or his or her appointed representative, shall be present at all monthly membership or special meetings to take the minutes of the meetings and transcribe them into readable copies to be delivered to the RE, the CD/AC, and the Treasurer. The original copy is to remain with the Secretary to be kept in the TRSCCA files. He or she shall read these minutes at the monthly membership meeting and make any corrections deemed important by the members. The Secretary shall be the custodian of the club files necessary to this office and shall maintain the mailing address.

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 monthly membership meeting a financial a 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 his or her files. It shall be his or her 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.

Section 8. Resignation of Officer. Any Officer may resign by giving written notice of resignation to the Secretary, and such resignation shall take effect from the date the notice of resignation is delivered to the Chairman.

Section 9. Removal of Officer. The BoD may, at any monthly membership or special 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 15 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 10. Filling of Office Vacancies. If an elected Officer resigns or is removed prior to the commencement of his or her 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. A election to fill the vacancy must be held by the second regular membership 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 December monthly membership meeting. All candidates for election as Officers or Directors shall be in good standing with the TRSCCA. In addition, all candidates shall have 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 his 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.

Section 2. Nominations.

(a) The Regional Executive shall call for nominations at the November monthly membership meeting. At that time, any Member in good standing may nominate any eligible Member for office and another Member in good standing must second the nomination.

(b) Any two Members in good standing who are not in attendance at the November monthly membership meeting may nominate any eligible Member for office. Such nominations must be made in writing, signed by the Members making the nomination, and delivered to the Secretary at or before the December monthly membership meeting.

(c) Nominations for a given office may be made and seconded at any time during the December monthly membership meeting until nominations are closed.

Section 3. Election Procedure. Elections shall be by show of hands or written ballot, at the discretion of the Regional Executive, and shall be held in the following order: RE, Asst. RE, CD/AC, Asst. CD/AC, Secretary, Treasurer, and Directors. The Secretary shall count the ballots and record the vote totals from each ballot. Absentee ballots will be supplied upon request to any Member in good standing. After each office is filled, the RE shall verbally review any standing nominations for the next office and call for additional nominations from the floor. Nominations shall be held open for a reasonable period of time, after which nominations shall be closed and the election held.

Section 5. Commencement of Office. The newly elected Officers and Directors shall take office at installation ceremonies to be held prior to January 31 of the year following the December monthly membership meeting.

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:

(i) conducted himself in good faith;

(ii) reasonably believed:

(A) with respect to conduct in his or her official capacity for the Club, that his or her conduct was in the Club's best interests, or

(B) with respect to conduct in other capacities, that his or her conduct was, at least not opposed to the Club's best interests; and

(iii) with respect to criminal proceedings, that he or she had no reasonable cause to believe his or her 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.

(b) 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 he or she is adjudged liable or, the basis that he or she improperly received personal benefit(s).

(c) 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 he or she was a party, against reasonable expenses incurred by him or her 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 he or she has met the applicable standard of conduct;
- (b) such person furnishes the Club with a written undertaking, executed personally or on his or her behalf, to repay the advance if it is determined that he or she 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 him in any such capacity or arising out of his or her status as such,

whether or not the Club would have the power to indemnify him 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 his intention to make a motion to amend. The notification must be done no later than 20 days prior to the next regular membership meeting. If notice is given less than 20 days before the regular membership meeting, then the motion will be placed on the agenda at the regular membership meeting which follows the next regular membership meeting.
- (b) The proposed motion must be placed on the agenda and made available through the website no later than 15 days prior to the next regular membership meeting.
- (c) At the meeting, the proposed motion will have its first reading and will be discussed and finalized in form. If approved by a majority of Members present at the meeting, the finalized motion will be made available through the website no later than 15 days prior to the next regular membership meeting.
- (d) At the next regular membership meeting, the motion will be made and voted on. If approved by a majority of the Members present at the meeting, the motion will become a part of the Bylaws.

Section 2. Notice to Members. At any time that an amendment to these Bylaws is passed, an updated supplement highlighting the changes to the Bylaws shall be prepared and distributed to all Members via the TRSCCA's website or at the next monthly membership meeting.

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 monthly membership or special meeting.

