

**BYLAWS OF THE MIDWEST DIVISION SCCA, INC.**

**ARTICLE I**

**OFFICES**

Sec. 1:1 The name and address of its registered agent and office in the State of Oklahoma is Mr. Neil Cox, 2918 E. 70<sup>th</sup> Court, Tulsa, OK 74136-4545.

**ARTICLE II**

**PURPOSE**

Sec. 2:1 Purpose. The purpose of the Midwest Division of SCCA, Inc. (MIDIV) shall be to promote cooperation and provide for free exchange of ideas between the Regions of MIDIV, to correlate activities within MIDIV, and to implement SCCA National programs as they relate to MIDIV.

**ARTICLE III**

**MEMBERSHIP**

Sec. 3:1 Regions. Membership in MIDIV shall consist of those Regions designated by the National Office of SCCA, Inc. as being in the MIDIV.

Sec. 3:2 Regional Representatives. Each Region shall be represented by its duly elected Regional Executive, as a Director of MIDIV, or the duly appointed representative if the Regional Executive is unable to be present.

**ARTICLE IV**

**DIRECTORS**

Sec. 4:1 MIDIV Executive Committee. The Directors shall constitute the MIDIV Executive Committee.

Sec. 4:2 Management. The business and affairs of the MIDIV are to be managed by the Executive Committee who may exercise all such powers of the MIDIV and do all such lawful acts and things as are not (by statute or by the Articles of Incorporation or by these Bylaws) directed or required to be exercised by, or done or reserved to, the members.

Sec. 4.3 Place of Meetings. Meetings, regular or special, of the Executive Committee may be held in any state within the geographical boundaries of the MIDIV as defined by the National Office of the SCCA, Inc.

Sec. 4:4 Regular Meetings; Notice. Regular meetings of the Executive Committee are to be held without notice immediately following the annual meeting of the members and at the same place unless (by unanimous consent of the Directors then elected and serving) such time or place is changed.

Sec. 4:5 Special Meetings; Notice. Special meetings of the Executive Committee may be called by the chairperson on two weeks notice to each Director. Special meetings shall be called by the Chairperson or Secretary-Treasurer in like manner and on like notice in response to the written request of any two Directors.

Sec. 4:6 Quorum. A quorum shall consist of not less than five (5) Directors or their duly appointed representative.

Sec. 4:7 Voting. Each Director, or duly appointed representative shall have one vote. A majority of those present and voting shall control. The Director or duly appointed representative from a Region owing MIDIV financial obligations may not vote or schedule events until the obligation is fulfilled.

Sec. 4:8 Delegation of Authority. The Executive Committee may delegate such authority to act on its behalf to the Chairperson or other officers that the Executive Committee by majority vote shall approve.

## **ARTICLE V**

### **OFFICERS**

Sec.5:1 Officers. The officers shall be Chairperson, Vice Chairperson, Secretary and Treasurer.

Sec. 5:2 Eligibility. Regional Executives and Past Regional Executives shall be eligible for office.

Sec. 5:3 Election of Officers. Officers shall be elected by majority vote at the Annual Meeting and shall serve for one year, or until a successor is elected.

Sec. 5:4 Vacancy in Office. A vacancy in the office of the Vice Chairperson, Secretary or Treasurer may be filled by the remaining officers after notice in writing has been given to all Regions. A vacancy in the office of Chairperson may be filled by the Executive Committee after notice in writing has been given to all Regions.

Sec. 5:5 Voting. The Chairperson, Vice Chairperson, Secretary or Treasurer shall not have the right to vote at any such meeting of the Executive Committee, unless the officer is simultaneously elected to the Committee as Regional Executive or be the duly appointed representative of a Regional Executive.

## **ARTICLE IV**

### **MEETINGS**

Sec. 6:1 Annual Meeting. An Annual Meeting shall be held at a time and place most convenient to consider matters for the coming year.

Sec. 6:2 Special Meeting. Special meetings may be called by the officers.

Sec. 6:3 Notice. Notice of the Annual or any Special meeting shall be given to each member at least two (2) weeks prior to the meeting date. Notice may be given by regular U.S.Mail, by electronic mail, by giving a notice ready for publication in Regional newsletters to all Regional newsletter editors and/or Regional Executives, or as notice published on the Divisional web site, now located at [www.midiv.org](http://www.midiv.org), or any future web site operated by MIDIV.

Sec. 6:4 Location. The Annual or any Special meeting of the members shall be held within the geographical boundaries of MIDIV.

**ARTICLE VII**

**COMMITTEES**

Sec. 7:1 Standing Committees. Standing committees to serve multiple or continuing purposes shall be elected by the members at the Annual Meeting.

Sec. 7:2 Special Committees. Special committees to serve a single purpose shall be appointed by the officers as needed.

**ARTICLE VIII**

**DUES**

Sec. 8:1 Dues. Assessment established by the Executive Committee to further the purposes of MIDIV SCCA Inc.

**ARTICLE IX**

**DISBURSEMENTS**

Sec 9:1 Disbursements. No monies shall be spent in the name of the MIDIV without prior approval of the Chairperson and Treasurer except for those authorized by prior action of the Executive Committee for administration of MIDIV competition series.

**ARTICLE X**

**AMENDMENTS**

Sec. 10:1 Rules of Order. "Roberts Rules of Order-Revised" shall prevail when not inconsistent with these bylaws.

**ARTICLE XI**

**AMENDMENTS**

Sec. 11:1 Amendments. The Bylaws of the organization shall be adopted by the Executive Committee at its first meeting next following the issuance of its certificate of incorporation. The Bylaws may be amended from time to time as the Executive Committee shall by a single majority vote determine. No amendment to the Bylaws shall be enacted at any meeting at which it is first brought up before the Executive Committee, but shall be voted on at the next following meeting of the Executive Committee. Amendment to the Bylaws Shall be effective immediately.

I, the undersigned Secretary of Midwest Division of SCCA, Inc. do hereby certify that the foregoing Bylaws are the Bylaws adopted by the corporation at the annual meeting of directors held on February 4, 2017.