

BY-LAWS
Of the
PENNSYLVANIA HILLCLIMB ASSOCIATION
Revised 4-17-04

Article I
Name

Section 1

The name of this corporation shall be the PENNSYLVANIA HILLCLIMB ASSOCIATION (hereinafter referred to as the "Association").

Article II
Objectives

Section 1

The objectives of this Association shall be:

- A. To establish guidelines for the scheduling of Solo I events.
- B. To adhere to and promote safety and competition standards as established by the Sports Car Club of America governing the sport of automobile competition at all SCCA NEDiv Solo I events.
- C. To ensure that all Association events are conducted under SCCA Solo I rules and regulations.
- D. To promote the SCCA competition licensing system.
- E. To establish a standard scoring system and a car classification system for the awarding of yearly championship trophies.
- F. To promote vehicular competition in Solo I events.
- G. To engage in an annual review and critique of all Solo I events for the purpose of growth and improvement.
- H. *To serve as a representative organization for competitors and workers.*

Article III
Organizational Structure and Membership

Section 1

The Association shall be comprised of a Board of Directors and a General Membership.

- A. *Board of Directors: The Board of Directors shall be comprised of representatives of any legally established and incorporated region within the Sports Car Club of America (SCCA) which chooses to participate in the Association. Each Member Region shall be entitled to have as many as three of its' members in good standing designated to the Board of Directors.*
- B. *The Board of Directors represents the interests of member SCCA Regions through their designated representatives and of individual association members through their elected officers. The Board serves to ensure that:*
 - (1) *all PHA sanctioned events are organized and conducted within the parameters of current SCCA Solo I rules and regulations;*
 - (2) *the interests and wishes of member Regions and collective individual membership are known and considered in the organization, scheduling and conduct of all PHA activities and events;*
 - (3) *communication between the Regions and PHA exists openly in order to disseminate information and minimize conflicts while supporting ideas and addressing concerns in the conduct of PHA business.*
 - (4) *special board meetings may be called by the PHA president or by representatives of three or more member Regions for any reason deemed appropriate.*
- C. *General Membership: Shall be comprised of the Directors and other individuals who have interest in and dedication to the sport of hillclimbing and other Solo I activities. Typically the general membership will include but not necessarily be limited to active drivers, competition workers and organizers..*
- D. *The Northeast Division of SCCA Solo I steward and Solo I safety steward shall automatically be members of the Board of Directors, nonvoting and in an advisory capacity. Neither steward shall be eligible for nomination as an officer of the Association while serving as Solo I stewards.*

Section 2

Dues

- A. *The member year of the Association shall be the calendar year.*
- B. *Prior to the beginning of each calendar year, each eligible region shall declare, in writing, its' desire and intent to support the Association by providing representatives to the Board of Directors.*
- C. *Each member region shall notify the Secretary, in writing, as to who are their designated directors. Each member region shall designate two*

members of respective regions who are part of the Association General membership to serve as alternate directors at an Association meeting wherein the designated Directors are not present.

- D. *Annual dues for member Regions, as well dues for general membership, if any, shall be as set forth by the Board of Directors by a two-thirds majority vote of the Board.*
- E. *The Secretary shall notify each Region and member at the beginning of each year of the amount of annual dues. Failure to pay dues within a period of 90 days will be considered a default, and all membership privileges will be suspended until the Treasurer receives dues payment.*

Article IV Officers

Section 1

- A. *The officers shall consist of a President, Vice President, Secretary and Treasurer. These officers shall be elected from the Board of Directors by the general membership.*

Section 2

Nomination and Election

- A. **Nomination:**
 - 1. *Nomination of Officers - Any member of the Association may nominate a candidate from the Board of Directors for election to an office of the Association for a term of one year. Nominations to be made by the membership at the critique meeting 60-days prior to the annual meeting (see meetings).
Willingness of all candidates to serve must be displayed in writing to the teller at the time of nomination or within one week of nomination. The teller shall be a person appointed by the President and not under consideration for nomination to any office.*
- B. **Election:**
 - 1. *At the critique meeting, the teller shall assemble the names of all nominees showing respective office of nominee. This listing to be delivered to all members no later than 20 days after the critique meeting.*
 - 2. *At the annual meeting, the chair shall open the nominations for additional nominees at the beginning of the meeting. After new nominations are made, the chair will close nominations. The teller then will distribute the ballots, one for each voting member present. Late nominations shall be written in on the ballot.*
 - 3. *The teller shall then gather the ballots and, in the presence of the Secretary or other appointed judge shall tally the votes and deliver them to the President for presentation to the membership.*

Section 3

Resignation

An officer of the Association may resign by letter addressed to the Association. Their resignation shall be effective upon receipt thereof.

Section 4

Suspension and Expulsion

- A. An officer may be suspended by a two-thirds majority vote of the membership for failure to fulfill their obligation as an officer or for any other cause if the membership shall deem such action to be in the best interests of the Association. An officer so suspended shall be notified immediately, in writing, by the Association and shall be given an opportunity to be heard by the Board of Directors within 30 days. The Board of Directors may thereafter terminate or rescind the suspension or expel the suspended officer. Expulsion of a suspended officer shall be by two-thirds majority of the Board of Directors only.
- B. *A member at large may be suspended by a two-thirds majority vote of the membership for failure to comply with the rules and regulations governing SCCA SOLO I events, unsportsman-like conduct, or for any other cause if the membership shall deem such action to be of the best interest of the Association. A member so suspended shall be notified immediately, in writing, by the Association and shall be give an opportunity to be heard by the Board of Directors within 30 days. The Board may thereafter terminate or rescind the suspension or expel the suspended member. Expulsion of a suspended member shall be by a two-thirds majority of the Board of Directors only. The Board of Directors' decision is final.*

Section 5

Filling Vacancies of Officers

If for any reason a vacancy occurs in the Presidency, the Vice President shall automatically become the President and in empowered to appoint a new Vice President. If a vacancy occurs in any other office, the President is empowered to appoint a new person to fulfill the vacancy upon notification of all Association *board members*.

Article V
Duties of Officers

Section 1
Officers

A. President:

1. The duty of the President shall be to direct the activities of the Association in accordance with the purposes of the Association, its by-laws, rules and regulations. The President shall have general supervision of the affairs of the Association, shall make such reports to the membership as deemed necessary or as may be required, and perform such other duties as are incident to the office or are properly required by action of the Association.
2. The President shall preside at all meetings of the Association.
3. The President shall call special meetings as deemed necessary, or at the request of three *board members*.
4. *The President shall appoint committee chairmen, as he deems necessary for the conduct of Association business.*

B. Vice President:

The Vice President shall familiarize himself with the affairs of the Association and, in the absence or disability to act as the President or any other officer in the case of their temporary absence, and shall possess all the powers and perform all the duties of that officer.

C. Secretary:

1. The Secretary shall conduct correspondence subject to the direction of the President.
2. The Secretary shall be the Official Recorder. They shall take adequate minutes at all meetings and read such minutes at the proper subsequent meeting.
3. It will be the responsibility of the Secretary to have a full current copy of the By-laws at all meetings of the membership.
4. The Secretary shall be responsible for making arrangements for all meetings and informing the members of same.
5. The Secretary shall be the official distributor of point standings after the designated Points Keeper prepares them, unless they are to be included in the results of the events.

D. Treasurer:

1. The Treasurer shall be the Properties Chairman, and will be responsible for seeing that all PHA salable items are available for purchase at all events.
2. The Treasurer will be in charge of all treasury funds, dues assessments, and any other funds due the Association from any source. The Treasurer shall maintain an adequate written record of income and expenditures, together with pertinent bills, invoices and check vouchers. The Treasurer shall present at the Annual Meeting, or at such times as the Association may request it, a full report of all receipts and disbursements to date, and the current balance of funds.

(However, a separate office fund may be set up for the Secretary's use in maintaining adequate office supplies and postage, with a monthly report being sent to the Treasurer). An Auditing Committee appointed by the President shall audit the books of the Treasurer annually. The report of the Auditing Committee shall be presented at the next Annual Meeting.

3. The Treasurer shall be bonded for the Association.

Article VI

Meetings and Conduct of Business

Section 1

Critique Meeting: To be held after the end of the event season and at least 60 days prior to the Annual Meeting. This meeting will review the season, and nominate a slate of officers for the following year and prepare a preliminary schedule for the following year.

Section 2

Annual Meeting: The Annual Meeting shall be scheduled no later than February 28th to elect officers, review event schedules and conduct any other business pending.

Section 3

Organizational Meeting: To be scheduled no later than 60-days after the annual meeting to finalize event schedule, organize committees and conduct any business on hand.

Section 4

Other Meetings: Other meetings shall be held as deemed necessary by the President, Board of Directors or as requested by the membership.

Section 5

Notice of Meetings:

A written or printed notice stating the place, day, hour and purpose of any meeting of the members, including special meetings, shall be given by the Secretary not less than 30 days before such meeting, by mailing to the address appearing upon the records of the Association for the officers and *members of the Association*.

Section 6

Quorum:

At all meetings of the membership, a simple majority of the voting Board of Directors present shall constitute a quorum. *The President shall, at each meeting, poll the Board of Directors present to ensure a quorum.*

Section 7

Conduct of Business:

- A. The President or his designee shall preside over all meetings. Conduct of the meeting shall conform to practices as outlined in the Roberts Rules of Order. A simple majority of members present shall carry the vote.*
- B. In the conduct of business, if any Board Member shall have issue with a motion passed by the membership, this Board Member will have the right to call for a polling of the voting Board of Directors. A two-thirds majority of the Directors will be required to override a motion passed by a simple majority of the membership. Decision by the Board of Directors will be final.*
- C. In the case of Director absence, the Association President will appoint one or more of the alternate Directors to serve in place of the absent Director(s), as temporary Director(s), if needed, to attain a quorum for the meeting. The alternate Directors will have all the rights and powers of the designated Director throughout the course of business for the meeting.*

Article VII

These By-laws may be amended at any time by a majority vote of the voting members at any regular or special meeting of the Association. Notice of motion to amend the By-laws may be made by the Officers or in writing by any three member regions at any regular or special meeting next preceding that at which voting is to take place and the Secretary shall, in his/her notice of the meeting, incorporate either the words or the substance of the proposed amendment.