

BY-LAWS
Of the
PENNSYLVANIA HILLCLIMB ASSOCIATION
Approved 1-21-2023

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 Association 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 sanctioned events.
- C. To ensure that all Association events are conducted under SCCA rules and regulations as amended by Association supplementary 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 Association events.
- G. To engage in an annual review and critique of all Association 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) that 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. Procedures and criteria for new member region requests shall be set forth by motion by the general membership by a simple majority.

1. 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.
 2. Each member region shall notify the Secretary, in writing, as to who are their designated Directors. Each member region may designate up to 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.
- 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 Association sanctioned events are organized and conducted within the parameters of current SCCA rules and regulations; and
 2. the interests and wishes of member Regions and collective individual membership are known and considered in the organization, scheduling and conduct of all Association activities and events; and
 3. communication between the Regions and Association exists openly to disseminate information and minimize conflicts while supporting ideas and addressing concerns in the conduct of Association business; and
 4. special board meetings may be called by the Association president or by representatives of three or more member Regions for any reason deemed appropriate.
- C. The SCCA Northeast Divisional Time Trial Administrator, or equivalent, shall automatically be a member of the Board of Directors, nonvoting and in an advisory capacity. They shall not be eligible for nomination as an officer of the Association while serving as Divisional Time Trial Administrator.
- D. General Membership: Shall be comprised of individuals who have interest in and dedication to the sport of hillclimbing and other Association activities. Procedures and criteria for membership shall be set forth by motion by the general membership by a simple majority.

Section 2

Dues/Assessments

- A. The member year of the Association shall be the calendar year.
- B. Annual dues for member Regions, as well dues for general membership, if any, shall be as set forth by motion by the general membership by a two-thirds majority vote.
- C. Event assessments, if any, shall be set forth by motion by the general membership by a two-thirds majority.
- D. The Secretary shall notify each Region and member at the beginning of each year of the amount of annual dues and/or assessments. Failure to pay dues

within a period of 90 days shall be considered a default, and all membership privileges shall 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 and shall consist of a minimum of three people.

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 general membership at the critique meeting 30 days prior to the annual meeting (see meetings).
 - 2. Willingness of all candidates to serve must be communicated 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 shall 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 shall close nominations.
 - 3. After the close of nominations, a vote shall be taken.

Section 3

Resignation

An officer of the Association may resign by written communication 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 general membership for failure to fulfill their obligation as an officer or for any other cause if the general 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. Any other member may be suspended by a two-thirds majority vote of the general membership for failure to comply with the rules and regulations governing SCCA events, unsportsman-like conduct, or for any other cause if the general 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 given 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 is empowered to appoint a new Vice President. If a vacancy occurs in any other office, the President is empowered to appoint a new person from the general membership 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 general 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 chairpersons, as deemed necessary for the conduct of Association business.

B. Vice President:

The Vice President shall familiarize himself with the affairs of the Association. In the case of temporary absence or disability of the President or any other officer the Vice President 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 make such minutes available for the proper subsequent meeting.
3. It shall be the responsibility of the Secretary to have a full current copy of the By-laws at all meetings of the general membership.
4. The Secretary shall be responsible for informing the members of meetings.

D. Treasurer:

1. The Treasurer or their designee shall be the Properties Chairperson and shall be responsible for seeing that all Association salable items are available for purchase at all events.
2. The Treasurer shall oversee 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 regular meetings, 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 meeting.

Article VI
Meetings and Conduct of Business

Section 1

Critique Meeting: To be held after the end of the event season and at least 30 days prior to the Annual Meeting. This meeting shall review the season, 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 general membership.

Section 5

Notice of Meetings:

A notice stating the place, day, hour, and purpose of any meeting of the members, including special meetings, shall be given by the Secretary.

Section 6

Quorum:

At all meetings of the general membership, a simple majority of the voting Board of Directors present shall constitute a quorum. The President shall, at each meeting, call for a poll of 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 general members present shall carry the vote on motions.

- B. In the conduct of business, if any Board Member has an issue with a motion passed by the general membership, this Board Member shall have the right to call for a polling of the voting Board of Directors. A two-thirds majority of the Board of Directors shall be required to override a motion passed by a simple majority of the general membership. A decision by the Board of Directors shall be final.
- C. In the case of Director absence, the Association President shall 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 shall 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 two-thirds majority vote of the Board of Directors 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.