

**BYLAWS**  
**North Carolina Region**  
**Sports Car Club of America, Inc.**

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**ARTICLE I**

**Offices**

The principal office of the corporation in the State of North Carolina shall be located in the City of Greensboro, County of Guilford. The corporation may have such other offices, either within or without the State of North Carolina, as the Board of Directors may determine or as the affairs of the corporation may require from time to time.

The corporation shall have and continuously maintain in the State of North Carolina a registered office, and a registered agent whose office is identical with such registered office, as required by the North Carolina Non-Profit Corporation Act. The registered office may be, but need not be identical with the principal office in the State of North Carolina, and the address of the registered office may be changed from time to time by the Board of Directors.

**ARTICLE II**

**Name, Purpose, Policy, Emblem, Seal, and Definitions**

**SECTION 1 – Name.**

The name of this organization shall be the North Carolina Region, Sports Car Club of America, Incorporated (NCR-SCCA). This organization is chartered as a subsidiary affiliated organization of the Sports Car Club of America, Inc.

**SECTION 2 – Purpose.**

The purpose of this organization shall be to promote interest in the safe, skillful, and efficient use and operation of automobiles; to provide and regulate events and exhibitions of such use and operation; and to provide social and recreational activities for its members.

### **SECTION 3 – Policy.**

No member of this organization shall use the name or emblem of the North Carolina Region, Sports Car Club of America, Inc., for any advertisements, promotions, endorsements or like purposes, or enter into any contract in the name of the organization, without the prior approval of the Board of Directors.

### **SECTION 4 – Emblem and Seal.**

The emblem shall be a three-spoke steering wheel with the spokes at 12:00, 4:00, and 8:00. The steering wheel shall be slightly smaller than the round background on which it is centered. At the top of the background, but outside of the steering wheel shall be the letters "SCCA", at the bottom shall be the words "N.C. REGION" The upper right-hand third within the steering wheel shall show a part of the North Carolina Flag in the colors red, blue, and white. The upper left-hand third within the steering wheel shall show a black and white checkerboard pattern representing a race finish flag. The bottom third shall show the shape of the State of North Carolina, colored in green. The entire background shall be white. The steering wheel shall be black.

The seal shall be a black and white representation of the emblem.

### **SECTION 5 – Definitions.**

The following abbreviations and terms may appear in this document in order to facilitate its wording. The abbreviation "SCCA" shall be understood to refer to the "Sports Car Club of America, Inc.", as shall the terms "Club" (where capitalized) and "National Office" (where capitalized). The abbreviation "NCR" shall be understood to refer to the "North Carolina Region" of the SCCA, as shall the term "Region" (where capitalized).

## **ARTICLE III**

### **Membership**

#### **SECTION 1 – Classes of Membership.**

The North Carolina Region shall have two classes of Members. The designation of such classes and qualifications of the Members of such classes shall be as follows:

(a) **Regular Member.** Any individual interested in and capable of furthering the purposes of the NCR shall be eligible for Regular Membership. The types and privileges of Regular Members in good standing are specified in the NCR Operations Manual. In addition, all SCCA Life Members in good standing that maintain their region affiliation with NCR shall be considered Regular Members.

(b) **Dual Membership.** Any member of SCCA whose Region of Record, as defined by SCCA, is other than NCR shall be eligible for Dual Membership in the NCR. The process for applying for Dual Membership is outlined in the NCR Operations Manual.

#### **SECTION 2 – Election to Membership**

(a) **Regular Members.** Regular Members shall be elected to membership in a manner

specified by the Bylaws of the Sports Car Club of America, Inc. Any person eligible for Regular Membership may apply according to procedures specified in the SCCA Operations Manual. A person accepted for Regular Membership shall also become a Regular Member of the Region of his or her choice. Regular Members of the SCCA must continue to hold membership in a Region unless specifically exempted from this requirement by the Board of Directors.

(b) **Dual Members.** A prospective member may join SCCA and designate his or her Region of Record. For the purpose of voting, holding office, competition, earning points and so on, a member's selected Region of Record will determine eligibility. In order to hold an office in the NCR, however, the officeholder's Region of Record must be NCR.

### **SECTION 3 – Privileges**

(a) **Regular Members.** Any person duly approved in Section 1 (a) and Section 2 (a) and having paid annual National and Regional dues, shall be considered a regular member with full voting privileges. That member must be at least 16 years of age on January 1<sup>st</sup> of the year in which he or she would hold office in order to hold an elected position in the North Carolina Region, except for the positions of the Regional Executive and the Treasurer, for which the member must have reached the age of majority in North Carolina (18 years of age) so that his or her signature will be legally binding on documents relating to the Region's business.

(b) **Dual Members.** A dual member whose selected Region of Record is other than NCR may not hold office in the NCR, but may vote so long as they hold a dual membership in the NCR.

### **SECTION 4 – Dues.**

Dues for all categories of membership shall be payable annually. Dues for the particular categories of Regular and Dual Membership will be established by the Board of Directors and will be described in the NCR Operations Manual. Membership dues shall be used only for member services and not to support activities involving the collection of fees. No refund of dues shall be made under any circumstances.

### **SECTION 5 – Termination of Membership**

**Expulsion:** The membership of any member indebted to the Region or National, and delinquent for more than 60 days, shall automatically lapse and such member shall thereupon forfeit all dues and fees already paid. Any member may be expelled or suspended for infraction of Region Rules or any other such causes as may be determined by the Board as not being in the best interest of the Region. However, before the Board takes final action, the member shall be notified of the charge and shall have reasonable opportunity (45 days) to submit in writing, in person, or through a representative, the member's position on such charges. The Board may reinstate, continue for a term or expel, and its decision shall be final. All dues and fees shall be forfeited.

**Resignation:** Any member may resign by directing a letter of resignation to the Secretary. Their resignation shall be effective on receipt, provided all indebtedness to the Region has been paid. All dues and fees shall be forfeited.

## ARTICLE IV

### Officers

#### **SECTION 1 – Officers.**

The elected officers of the North Carolina Region, SCCA, Inc., shall be a Regional Executive, Assistant Regional Executive, Secretary, Treasurer, and four Members-at-Large. No individual may hold more than one elective office at any one time.

#### **SECTION 2 – Eligibility for Office.**

An individual shall be a Regular Member of the requisite age and in good standing, whose Region of Record within the Sports Car Club of America, Inc., is the North Carolina Region.

#### **SECTION 3 – Term of Office.**

The elected officers shall serve for two years, or until their successors are elected. Only one-half of the elected officers will stand for election at any one time, so as to create staggered terms of office. The Regional Executive, the Secretary, and two of the Members-at-Large, designated as Member-at-Large (a) and Member-at-Large (b), shall stand for office together in odd-numbered years. The Assistant Regional Executive, the Treasurer, and the other two Members-at-Large, designated as Member-at-Large (c) and Member-at-Large (d), shall stand for office together in even-numbered years.

#### **SECTION 4 – Nomination and Election of Officers.**

**a) Nomination.** The Regional Executive may appoint a nominations committee to recruit individuals for each office. In addition, any 3 regular members in good standing may nominate a candidate for office. Such nominations must be made in writing and signed by such members, and the nominee, and delivered to the Secretary on or before the close of the November Board meeting, or at a special meeting to consider nominations, whichever is later. An individual may declare for only one office during each election.

#### **b) Election.**

1. The Elections Committee, appointed in accordance with Article VII, Section 2 of the Bylaws, shall select a method by which the election will be conducted. This may include paper ballot, electronic systems, selecting a reputable third-party service to conduct the election, or any combination of these so long as the process ensures that only eligible members can vote and that votes shall remain anonymous. The Board of Directors, by simple majority vote, shall approve the process selected by the Elections Committee, and voting should begin by the first Wednesday in December and conclude no later than December 31<sup>st</sup>.
2. Each office shall be awarded on the basis of the greatest number of votes cast for any one individual for that particular office. In the event of a tie vote, the Board of Directors shall, by means of a secret ballot and majority vote, determine the individual to assume office.

3. The Chairman of the Elections Committee or the Regional Executive will announce the results of the election at the Annual Meeting. The newly elected officers will assume their duties at the close of the Annual Meeting.

#### **SECTION 5 – Vacancies.**

In the event that a vacancy occurs in any elected office, a majority of the Board of Directors shall select an individual to fill that office for the remainder of the current term, except that the Assistant Regional Executive shall succeed to the office of Regional Executive.

#### **SECTION 6 – Duties of Officers**

**a) Regional Executive.** The Regional Executive is the Chief Executive Officer of the organization. The Regional Executive is responsible for the effective implementation of the policies of the Board of Directors and the proper conduct of the organization's business. The Regional Executive shall preside at all business meetings of the members and officers. Other duties are as provided for in the Bylaws or described in the Operations Manual.

**b) Assistant Regional Executive.** In the absence of the Regional Executive, the duties of that office shall be assumed by the Assistant Regional Executive. Other duties are as provided for in the Bylaws or described in the Operations Manual.

**c) Secretary.** The Secretary shall attend all meetings of the members and officers and shall record all minutes and votes in a book kept for that purpose. Other duties are as provided for in the Bylaws or described in the Operations Manual. In the absence of the Secretary from any meeting, a secretary *pro tempore* shall be appointed by the presiding officer.

**d) Treasurer.** The Treasurer shall, subject to such conditions and restrictions as may be made by the Board of Directors, have custody of all monies, debts, and obligations belonging to the organization. The Treasurer shall receive all monies and deposit same to the North Carolina Region, SCCA, Inc. account. The Treasurer, and the Regional Executive, shall have control over and supervision of all payment of true debts and obligations, and shall maintain such records as are in accordance with accepted accounting procedure. The Treasurer shall be bonded at the expense of the organization, and will perform the duties of the office in the manner described in the Operations Manual.

**e) Members-at-Large.** The Members-at-Large are responsible for providing additional input for decision-making, and will endeavor to represent all viewpoints of the membership at meetings of the Board of Directors.

#### **SECTION 7 – Removal of Officers.**

Any ten percent of the Regular membership in good standing may propose the removal of an Officer by directing a written or verifiable electronic petition, signed or attested to by such members, to the Regional Executive. In the event that the petitioners propose the removal of the Regional Executive, the petition shall be directed to the Assistant Regional Executive. The petition shall clearly explain the reasons for which the removal is proposed.

The receiving Officer shall, within 10 days, transmit a copy of the petition by certified mail to the Officer whose removal is proposed. Said Officer shall have 10 days in which to file answering statements with the receiving Officer. The Officer whose removal is proposed shall turn over any items, materials, property and symbols of Office belonging to the organization within the same 10 days to the receiving Officer, and shall suspend the execution of the duties of the Office until such time as the wishes of the membership is known.

At the end of the second 10-day period, the receiving Officer shall have selected a method by which a copy of the petition and any answering statements made by the Officer in question will be provided to the membership and a method by which voting will be conducted. This may include paper ballot, electronic systems, selecting a reputable third-party service to conduct the voting, or any combination of these so long as the process ensures that only eligible members can vote and that votes shall remain anonymous. The Board of Directors, by simple majority vote, shall approve the process selected by the receiving Officer. A ballot and a copy of the petition and any answering statements made by the Officer in question shall be provided to each Regular Member by the Secretary, except when the Secretary's removal is proposed, that duty shall be assumed by an Officer appointed by the receiving Officer. If the Treasurer's removal is proposed, he shall immediately surrender control of the Region's accounts and transfer all monies, books, and financial instruments to the Regional Executive for safekeeping, pending the outcome of the petition.

Not less than 15, nor more than 30 days shall be allowed for voting. Voting shall be carried out in accordance with Article IV, Section 4b, 1, except that the results shall be delivered to the receiving Officer who shall call for an open Special Meeting of the Board of Directors where the results will be acted upon. If two-thirds of the members voting favor the proposal, the removal of the Officer shall be effective immediately, provided that the voters represent at least twenty-five percent of the membership in good standing.

## ARTICLE V

### Meetings of the Membership

**a) Annual Meeting.** The Annual Meeting of the North Carolina Region, SCCA, Inc. shall be held within 30 days of the end of the fiscal year at such time and place as may be designated by the Regional Executive. This meeting may be held in conjunction with an annual social and awards banquet. The Regular Members attending the Annual Meeting shall consider and transact such business as may properly and legally come before them. Notice of the Annual Meeting shall be provided to the Membership through any reasonable method (paper mail, e-mail, NCR website, etc.) at least 30 days prior to the time appointed for said meeting.

**b) Special Meetings.** Special Meetings of the Membership may be called to consider specific business at a time and place designated by the Board of Directors. Notice of such meeting, the site and the agenda, shall be provided to the Membership through any reasonable method (paper mail, e-mail, NCR website, etc.) at least 30 days prior to the time appointed for said meeting.

**c) Other Meetings.** Other meetings may be called at such time and place as may be designated

by the Regional Executive for the information and enjoyment of the members. Proposals from these special meetings that require action shall be referred to the Regional Executive for executive action or transmittal to the Board of Directors.

**d) Voting.** The conduct of all Business Meetings of the Membership shall be in accordance with accepted parliamentary procedure. All actions shall be by majority vote of those Regular Members present and voting, except as may be provided for elsewhere in these Bylaws.

## **ARTICLE VI**

### **Board of Directors**

#### **SECTION 1 - Membership**

The Board of Directors shall function as the Directors of the Corporation. The Board shall consist of the Regional Executive, who shall serve as the President of the Board; the Assistant Regional Executive, who shall serve as the Vice President; the Secretary, the Treasurer, the Members-at-Large, the various Chapter Coordinators, and the immediate past Regional Executive not holding elective office. The immediate past Regional Executive shall serve no more than one year following his or her replacement as RE. Once that term is completed, the immediate past Regional Executive shall not be a member of the Board of Directors unless he or she is elected to another position.

#### **SECTION 2 - Terms of Office.**

All duly elected officers shall be members of the North Carolina Region's Board of Directors and shall serve for two (2) calendar years, as provided in Article IV, Section 3. If any Director cannot fulfill his/her duties, a replacement shall be named in accordance with the Section on Vacancies. In addition, Chapter Coordinators shall be members of the Board of Directors, but shall serve for one year and shall be elected as provided in Article X.

All office holders are ~~requested~~ to remain in their respective positions until properly replaced by new electees.

#### **SECTION 3 - Vacancies.**

In the event that a vacancy occurs in any elective office, a majority of the Board of Directors may select an individual to fill that office for the remainder of the current term, except that the Assistant Regional Executive shall succeed to the office of Regional Executive for the remainder of that term.

#### **SECTION 4 - Authority and Duties.**

The Board of Directors shall establish the policies of the organization in accordance with the Bylaws and shall oversee and direct all implementation and execution of the affairs by the Regional Executive and any committees as it determines to authorize. The Board of Directors is the only body that may establish or change the policies of the organization or the Operations Manual.

#### **SECTION 5 - Meetings.**

The Regional Executive as President of the Board of Directors shall call for regular meetings of the Board, and for special meetings as required. In addition, any two members of the Board or



any 10 Regular Members in good standing of the Region may present a signed request calling for a meeting to consider specific business. All meetings are open to the membership with the exception of those discussing individual disciplinary problems.

**SECTION 6 - Quorum.**

The quorum for conducting business shall be a majority of the Board of Directors.

**ARTICLE VII**

**Committees**

**SECTION 1 – Standing Committees**

**a) Bylaws Committee.** The Regional Executive, with the advice and consent of the Board of Directors, shall appoint a Bylaws Committee consisting of at least three Regular Members, one of whom shall be designated as chairman. Initial appointments shall be for terms of one, two, and three years as determined by the Regional Executive. All subsequent appointments shall be for a term of three years.

It shall be the duty of the Bylaws Committee to: 1) review current and proposed Bylaws and recommend such action as may seem appropriate; 2) interpret any part of the Bylaws that may be questioned; 3) offer advice and recommendations upon new Bylaws considered for adoption.

**b) Budget and Finance Committee.** The Regional Executive, with the advice and consent of the Board of Directors, shall appoint a Budget and Finance Committee consisting of at least three Regular Members, one of whom shall be designated as chairman. Initial appointments shall be for terms of one, two, and three years as determined by the Regional Executive. All subsequent appointments shall be for a term of three years. The Treasurer shall be an ex officio member. It shall be the duty of the Budget and Finance Committee to: 1) prepare and present the annual budget for adoption by the Board of Directors no later than 30 days prior to the beginning of each new fiscal year; 2) review, advise, and make recommendations to the Board of Directors concerning any financial aspect of the operation of the organization; 3) meet with the Treasurer at least once each quarter to review fiscal operations; 4) make recommendations to the Board of Directors concerning budget adjustments.

**c) Competition Board.** The Regional Executive, with the advice and consent of the Board of Directors, shall appoint a Competition Board consisting of not less than 6 members, as outlined in the Operations Manual. The Assistant Regional Executive shall be the Chairman and shall vote only in case of a tie. With the approval of the Regional Executive, the Competition Board may appoint such non-voting assistants or advisors, or create such subcommittees, as it deems necessary for the administration of its duties.

It shall be the duty of the Competition Board to:

- 1) oversee the operation and conduct of all competitive events sponsored by the organization, in accordance with established SCCA rules and procedures;
- 2) enforce the rules and regulations of such events.

## **SECTION 2 – Special Committees.**

**a) Creation.** The Board of Directors shall create, describe the duties, membership and term, and dissolve any Special Committees as it deems in the best interest of the Organization. The Regional Executive shall appoint the members, and designate a Chairman, with the advice and consent of the Board of Directors.

**b) Elections Committee.** The Regional Executive, with the advice and consent of the Board of Directors, shall appoint an Elections Committee consisting of at least three Regular Members, one of whom shall be designated as Chairman, for a term designated by the Regional Executive, but no longer than one year. Should any of the appointees stand for office, they shall relinquish their position on the Elections Committee and shall be replaced.

It shall be the duty of the Elections Committee to supervise and if required, tally votes ~~count~~ ballots for the Election of Officers in accordance with the provision of Article IV of the Bylaws.

## **SECTION 3 – Vacancies.**

Vacancies that occur in any Standing or Special Committee shall be filled by the Regional Executive with the advice and consent of the Board of Directors.

## **ARTICLE VIII**

### **Operations Manual**

The Operations Manual shall constitute the standing rules of the Organization and will serve as the operating guide of the Organization. The Board of Directors shall be responsible for maintaining and distributing the Operations Manual and changes thereto. Copies of the Operations Manual shall be made available to all members of the North Carolina Region on request.

Additions, deletions, or alterations of the Operations Manual shall be proposed by the person or group charged with the responsibility of carrying out the specific provisions of the Operations Manual, or by the Board of Directors. The Board of Directors shall vote on the proposed changes in the manner provided in these Bylaws.

## **ARTICLE IX**

### **Finances**

#### **SECTION 1 - Fiscal Year.**

The fiscal year shall be January 1 through December 31.

#### **SECTION 2 – Records.**

The financial records of the Organization shall be properly maintained by the Treasurer to reflect all financial receipts, disbursements, balances and assets of the Organization.

#### **SECTION 3 – Audit.**

The financial records shall be audited annually at the close of the fiscal year. If, during the course of the fiscal year, a new Treasurer is appointed, the books shall be audited and the former Treasurer shall not be released from bond until the audit is complete. The books may be audited

at any time on demand of the Board of Directors.

**SECTION 4 – Financial Orders.**

Checks and other orders for payment of monies in the name of the Organization shall be signed by the Treasurer or the Regional Executive.

**ARTICLE X**

**Chapters**

**SECTION I – Purpose.**

The purpose of a Chapter is to improve service to members by providing a point of contact in the local area to enhance communications and further access to North Carolina Region, SCCA, Inc. and its programs.

Chapters have no standing as a separate organization outside the North Carolina Region. However, a request for the formation of a Chapter serves notice to the Board of Directors of the Region that a significant number of North Carolina Region members desire better communications with the officers and officials of the Region from the area where a majority of the NC Region members are located.

**SECTION 2 – Formation and Operation of Chapters.**

a) Any ten Regular Members in good standing of the North Carolina Region located within a reasonable driving distance of each other, may request the establishment of a Chapter. The request will be in the form of a letter to the Regional Executive, signed by at least ten Regular members in good standing. One of the members shall be designated as the Chapter Coordinator in the letter.

b) The Regional Executive shall bring the request before the Board of Directors for consideration. The Directors may accept, reject or request modifications of the application.

c) No additional dues or apportionment of existing dues shall be incurred on behalf of any Chapter.

d) Any Chapter that wishes to conduct non-speed activities requiring SCCA Master Plan coverage, such as rallies, or autocrosses, will nominate a member to act as a member of the appropriate North Carolina Region committee. All such events will be conducted only with the advice and consent of the North Carolina Region's Board of Directors.

Meetings, programs and activities not normally requiring SCCA Master Plan insurance coverage are at the option of the Chapter members.

No Chapter shall enter into any agreement with another organization, or conduct events normally requiring SCCA Master Plan coverage without the prior notification of the North Carolina Region Competition Board and the approval of the Board of Directors.

### **SECTION 3 – Chapter Coordinator.**

- a) The Chapter Coordinator, who must be a Regular Member in good standing whose Region of Record within the Sports Car Club of America is North Carolina Region, is responsible for acting as representative of the North Carolina Region, SCCA, Inc., as well as the representative of the Chapter, and will assure that Chapter members are kept informed on a timely basis about all phases of the operation and business of the Corporation, and will represent the views of the Chapter at meetings of the Board of Directors.
- b) The Chapter Coordinator is a member of the Board of Directors of the Region and shall have voting status at all Board Meetings. In the event that the Chapter Coordinator cannot attend a Board Meeting, a designated representative may attend the Board Meeting and may vote in the place of the Chapter Coordinator.
- c) The Chapter Coordinator may also act as the local representative of the various committees and officials of the North Carolina Region, at Chapter functions. Additional duties of the Chapter Coordinators may be detailed in the Operations Manual.
- d) The Chapter Coordinator shall be selected at the first Chapter meeting of the fiscal year for new Chapters, or at last meeting of the previous year for enduring Chapters, so as to ensure that, for enduring Chapters, the Coordinator has been selected by the annual meeting when new Board Members are sworn in. The Chapter Coordinator will represent the Chapter which elected him at all subsequent Board Meetings until year's end. If a vacancy in the position of Chapter Coordinator occurs, a replacement shall be selected at the next Chapter meeting.

### **SECTION 4 - Responsibilities of the North Carolina Region, SCCA, Inc.**

- a) The Regional Executive, on behalf of the Board of Directors, shall insure that Chapter Coordinators are kept informed of meetings of the Board of Directors, the business of the Corporation, and all phases of its operation.
- b) The North Carolina Region Treasurer will reimburse the Chapter Coordinator for any reasonable expenses incurred in the conduct of official business.
- c) The Board of Directors will annually review the operations of the Chapters and may take any action they deem necessary to insure the purposes of the Corporation and its members.

## **ARTICLE XI**

### **Parliamentary Authority**

All meetings, and for procedures not covered in the Bylaws or rules of the Organization, Robert's Rules of Order as revised, shall be the authority.

The Secretary shall be the Parliamentarian.

## **ARTICLE XII**

### **Amendments**

**SECTION 1 – Origin**

Amendments may originate within the Bylaws Committee or the general membership. Amendments of the Bylaws not originating in the Bylaws Committee shall be proposed to the Bylaws Committee by means of written petition signed by five Regular Members in good standing.

**SECTION 2 – Recommendations.**

The Bylaws Committee shall report and make recommendations on proposed amendments at the next business meeting of the Organization, provided that the Bylaws Committee has at least fifteen days to consider and put into proper parliamentary form all proposed amendments.

**SECTION 3 – Adoption.**

In the event that a motion for adoption is made and seconded, the Bylaws Committee shall prepare a ballot and select a method by which the election will be conducted. This may include paper ballot, electronic systems, selecting a reputable third-party service to conduct the election, or any combination of these so long as the process ensures that only eligible members can vote and that votes shall remain anonymous. The Board of Directors, by simple majority vote, shall approve the process selected by the Elections Committee. If a majority of the Regular Members voting favor the amendment, it shall thereby be approved and adopted, providing the voters represent at least ten percent of the Regular Membership in good standing.