SCCA
Sports Car Club of America®

SPORTS CAR CLUB OF AMERICA INCORPORATED

BYLAWS

Effective March 14, 2024

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ARTICLE I:
NAME, PURPOSE, EMBLEM AND SEAL

Section 1. Name. The name of the Club shall be SPORTS CAR CLUB OF AMERICA, INCORPORATED.

Section 2. Purposes. The nature of the activities to be conducted and the purposes to be promoted and carried out are as follows: To promote interest in sports cars and other fine automobiles and to encourage their safe and skillful operation, by developing, arranging and regulating closed circuit road racing, rallying, and other forms of automotive competition, by dissemination of information through news releases and Club publications, and through related social and recreation activities for the instruction and enjoyment of its members.

Section 3. Emblem. The Club's emblem shall be a design of knock-off-hub type of wire wheel with tire, on which shall be inscribed the words "Sports Car Club of America," as set forth below:

Section 4. Seal. The Club seal shall be circular in form and inscribed with the name of the Club, the year of its incorporation and the word "Connecticut."

Section 5. 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 1, Section 2 hereof. No substantial part of the activities of the Club shall be the participation in, or intervention in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these 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

Section 1. Classes of Members. The Club 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 Members.** Any individual interested in and capable of furthering the purposes of the Club shall be eligible for Regular Membership. The types and privileges of Regular Members in good standing are specified in the SCCA Operations Manual. In addition, all Life Members in good standing shall be considered Regular Members.

(b) **Associate Members.** Any person, corporation, organization or association interested in and capable of furthering the purposes of the Club shall be eligible for Associate Membership. The types and privileges of Associate Members in good standing are specified in the SCCA Operations Manual.

Section 2. Membership Process.

(a) **Regular Members.** 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 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) **Associate Members.** Any person, corporation, organization, or association eligible for Associate Membership may apply according to procedures as specified in the SCCA Operations Manual. An Associate Member need not be a member of a Region.

Section 3. Dues. Regular and Associate Members' dues shall be payable annually in such amounts as the Board of Directors establishes. Varying levels of dues for particular categories of Regular and Associate Membership may be established by the Board of Directors, and will be described in the SCCA Operations Manual. Regular Members who have previously paid dues for life shall not be required to pay annual dues or to pay subscription fees for Club periodicals distributed to the membership at large. No refund of dues shall be made under any circumstances. Regions may also establish Region membership dues.

Section 4. Termination, Suspension and Renewal.

(a) Any Regular or Associate Member may resign by letter addressed to the Club. The resignation shall be effective upon receipt of the letter.

(b) The Membership term is 12 months from the end of the month during which dues are received. Membership shall automatically lapse for non-payment of dues.

(c) The membership of any Member indebted to the Club or to any Region and delinquent for more than 60 days shall automatically lapse and the Member shall forfeit all dues and fees already paid.

(d) The Board of Directors or the governing body of a Regular Member's Region may suspend a Member at any time for infraction of any Club rule or any other cause if the suspending body deems the action in the best interests of the Club, provided that the body will afford the Member a reasonable opportunity to be heard by it or a committee appointed by it, in person or through a representative, prior to taking any action, unless it deems it imperative to suspend the Member before a hearing can be held. The suspending body shall immediately notify a Member who has been suspended, in writing, of the suspension. The suspended Member shall then be entitled to a reasonable opportunity to be heard, in person or through a representative, by the Board of Directors or a committee appointed by it. The Board of Directors may thereafter continue for a definite term, terminate, or rescind the suspension, or expel the Member, and its decision shall be final. In addition, if the Board of Directors is the original suspending body, and a hearing is held prior to any action, then the Board of Directors may suspend for a definite term or expel the Member without affording a second opportunity to be heard.

(e) A Regular Membership automatically lapses if the Member ceases to be a Member in good standing of a Region, unless the Member has specifically been exempted from this requirement according to Section 2(a) of this Article.

ARTICLE III:
MEETINGS OF THE MEMBERS AND VOTING RIGHTS

Section 1. Annual Meeting. The annual meeting of the Club shall be held each calendar year on a date designated by the Board of Directors for presenting the reports of officers, committees and boards, and such other business as may lawfully come before the meeting. The time and place of the annual meeting, which may be held either within or outside the state of Connecticut, shall be established by the Board of Directors which shall also arrange for an annual convention for the Members to be held in conjunction therewith.

Section 2. Special Meetings. Special meetings of the Club may be called at any time by the Board of Directors on its own motion, and must be called by the Board of Directors on petition of at least 6 per cent of the total Regular Members of the Club. For purposes of determining if the required number of petitioners has been met, no more than 2 per cent of the local Club membership may be counted from any one voting district. The basis upon which the 6 per cent and 2 per cent shall be calculated shall be the local Club membership count on the April 30 preceding the petition. Such meetings shall be held at such times and places, either within or outside the state of Connecticut, as the Board of Directors shall determine.

Section 3. Notice. A written notice of each annual and special meeting stating the place, hour, date and purpose thereof shall be mailed by the office of the Club to every Member not less than 14 nor more than 45 days before such meeting. No action shall be taken at any annual or special meeting of the Members unless the intention to consider the subject matter has been set forth in the notice of the meeting.

Section 4. Voting. Each Regular Member shall have one vote on each and every matter submitted to a vote of the Members. Associate Members shall have no voting rights except as otherwise provided by law. At all meetings except as otherwise provided by law, the Members entitled to vote who are present shall constitute a quorum. All actions except as otherwise provided by law, by the Club's certificate of incorporation or bylaws, shall be by majority of those Regular Members present and voting. Presence and voting by proxy may be allowed at the discretion of and in accordance with rules prescribed by the Board of Directors.

ARTICLE IV:
BOARD OF DIRECTORS

Section 1. Jurisdiction. The affairs and property of the Club shall be managed by a Board of Directors consisting of 13 Regular Members of the Club elected in the manner set forth below.

Section 2. Areas. For the purpose of electing Directors, the membership of the Club shall be divided into 13 voting districts called Areas, consisting of Regular Members of Regions within the Areas illustrated on the map included in these Bylaws. The Board of Directors may change the boundaries of these Areas in order to accommodate newly formed Regions, or Regions, which may petition the Board of Directors for a change of Area.

Section 3. Terms. Directors shall be elected from the various Areas in the indicated year and each third year thereafter as follows:

2003 ----------Areas 1, 5, 7, 8 and 13

2004 ----------Areas 2, 6, 10 and 12

2005 ----------Areas 3, 4, 9 and 11

The normal term for Directors shall commence on January 1st following their election and shall terminate on the third succeeding January 1st. No person shall be elected to more than two terms as a Director whether or not such terms are consecutive; provided, however, that a partial term served by a person appointed to fill a vacancy pursuant to Section 5, below, shall not count against such person's limit of two elected terms.

In the year 2001, for the purposes of the transition to 13 Directors, the currently seated Director from Area 3 will remain in office for one additional year in order to stagger the Area 3/Area 12 elections by one year.

Section 4. Nominations. Any 20 Regular Members of an Area may nominate a Regular Member of that Area to be a candidate for election to the Board of Directors for that Area. All nominations shall be made in writing signed by the Members making the nomination, and

delivered to the office of the Club by October 1 of the year preceding the year when the term of office is to start.

Section 5. Election. The secretary of the Club shall prepare ballots for each Area listing in alphabetical order all duly nominated candidates for Director in such Area and shall mail such ballots on or before October 15 to all Regular Members of the Area. Each Regular Member may cast as many votes as there are Directors to be elected but no more than one for any one candidate.

Ballots shall be mailed for counting to the certified public accounting firm selected by the Board of Directors as the Club's auditor of elections and shall not be available for inspection by any officer, Member or employee of the Club. Only ballots received at the address designated in the ballot on or before November 15 of the same year shall be counted.

The open Directorship or Directorships shall be filled by the candidate or candidates receiving the highest number of votes of the Regular Members voting, but if two or more candidates are Members of the same Region only the candidate from that Region who receives the greatest number of votes shall be eligible for election. Whenever it is necessary to break a tie the same shall be accomplished by a further election to be completed as soon as possible.

If an elected Director dies or resigns prior to the commencement of his or her term, a further election shall be held to fill the vacancy to be completed as soon as possible. If a vacancy occurs during the term of a directorship, the majority of the Board of Directors shall fill the vacant directorship by appointment of a Regular Member in good standing from the Area in which the vacancy exists, provided, however, the appointee may not be a Member of, or reside in the same Region as any incumbent Director. No such vacancy shall remain unfilled for more than 90 days.

If with respect to any Area, the number of valid nominations received does not exceed the number of directorships to be filled, the procedures set forth in the first three paragraphs of this Section will not apply. In such case, the secretary of the Club shall designate a Regular Member from that Area as empowered to cast one vote for each nominee, and, upon casting of such vote, such nominee or nominees shall be elected.

A Director must maintain his or her principal place of residence within the Area from which he was elected. Upon vote of the Board of Directors that this requirement is not being met, a vacancy shall be deemed to exist and it shall be filled in the manner described in this Section.

Section 6. Quorum. A majority of the Board of Directors 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 is present.

Section 7. Removal of Director. The Board of Directors may, at any regular or special meeting, by the affirmative vote of at least two-thirds (2/3) of those Directors voting, remove a Director from office on the basis of physical or mental incapacity to serve, conflict of interest, conviction of a felony or behavior detrimental to the Club or deemed not in the Club’s best interest. Written notice of the proposed action is sent to all Directors at least 30 days before

the meeting. The Director whose directorship is in question shall be given an opportunity to be heard at such meeting, but shall have no vote on the question.

ARTICLE V:
OFFICERS

Section 1. Election. A special meeting of newly elected and continuing Directors shall be held between the time of the annual election and the next January 1st for the purpose of electing officers. The newly constituted Board of Directors shall elect from its number a chairperson and a vice-chairperson, and from the regular membership of the Club a treasurer and a secretary and such assistant treasurers and secretaries as it deems desirable. All such officers shall serve at the pleasure of the Board of Directors and until their successors shall qualify.

Section 2. Chairperson and Vice Chairperson. The chairperson shall preside at all meetings of the Members and of the Board of Directors. In the absence of the chairperson, or in the case of death, resignation, or inability to act, his or her duties shall be performed by the vice-chairperson. The chairperson shall be a non-voting ex-officio member of all boards and committees except as provided in Article VI, Section 2.

Section 3. President. The Board of Directors shall select a President who will serve at the pleasure of the Board of Directors at a compensation to be set by the Board. In the event of a vacancy in the office of President, or in the event of the inability or refusal of the President to act, the Board of Directors shall forthwith proceed to select a new President, and in the interim, shall provide for the performance of the duties usually pertaining to the office of President. The President will be the chief executive officer of the Club and will perform his or her duties under the policies established by the Board of Directors. The President shall, in general, supervise and control all of the day-to-day business and affairs of the Club. The President shall present at each Annual Meeting of the Members, a report of the activities of the Club for the preceding fiscal year and shall periodically make reports of the Club's activities to the Board of Directors. The President shall have responsibility for the general supervision of all other officers, agents and employees of the Club, and in case where the duties of the officers, agents or employees of the Club are not specifically prescribed by the Bylaws or by Board resolution, they shall be supervised by the President.

The President may sign, as authorized by the Board of Directors and as specified in the SCCA Operations Manual, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Club, or shall be required by law to be otherwise signed or executed; and in general, shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

The President shall designate one or more members of the staff to (a) give or cause to be given notices of Board of Directors and Member meetings in accordance with the provisions

of the Bylaws or as otherwise required by law; (b) supervise the keeping of a current roll of all Club Members; and (c) be custodian of the Club Records and of the Seal of the Club and see that the Seal of the Club is affixed to any documents requiring the Seal.

Section 4. Vice President. The President shall select one or more Vice Presidents who will serve at the pleasure of the President at a compensation to be set by the President in accordance with the compensation plan approved by the Board of Directors. In the absence of the President, or in the event of the President's death, inability or refusal to act, a Vice President may be designated to perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. If more than one Vice-President is selected, a Vice President shall be designated by the Board of Directors as Executive Vice President to act in the President's absence. Vice Presidents shall perform such other duties as from time to time may be assigned by the President or by the Board of Directors.

The Club shall employ at least one Chief Financial Officer who shall, in general, supervise the receipt, custody, control and expenditure of all the assets and liabilities of the Club and shall give bond at Club expense. In the event of a vacancy in the position of the Chief Financial Officer (who may also carry the title of Vice President for Finance), the President shall forthwith proceed to employ a Chief Financial Officer, and in the interim, shall provide the performance of the duties of the Chief Financial Officer.

Section 5. Secretary. The Secretary or designated assistant shall;

(a) attend all meetings of the Members and the Board of Directors;

(b) record minutes thereof in a book kept for that purpose;

(c) in general perform all duties incident to the office of Secretary and such other duties as from time to time be assigned by the Board of Directors.

Section 6. Treasurer. The Treasurer shall have care of all assets and liabilities of the Club, subject to the direction of the Board of Directors.

ARTICLE VI: ADMINISTRATION

Section 1. Board of Directors. The Board of Directors shall establish the policies of the Club and shall oversee and direct the implementation and execution of such policies and the administration of the affairs of the Club by the executive committee, such other committees as it determines to appoint and authorize, and the staff of the Club.

Section 2. Executive Committee. The Board of Directors shall elect annually from its own members an executive committee consisting of not less than three nor more than five members, one of whom shall be the chairperson of the Board of Directors who shall also serve as chairperson of the executive committee. The executive committee shall exercise the executive powers of the Board of Directors between meetings of the Board.

Section 3. Appointment of Committees. The Board of Directors shall appoint such other committees and boards as shall be necessary to regulate the competition activities of the Club and to advise and assist the Board of Directors concerning the affairs of the Club, and shall appoint the chairperson thereof.

Section 4. Committees. The jurisdiction and procedures of such committees shall be established by the Board of Directors, which shall also specify the tenure of committee members and establish rules for the determination of quorums and voting for all committees.

Section 5. Operations Manual. The SCCA Operations Manual shall be the official operating guide for all areas of SCCA administration. It shall further the guiding principle of the SCCA: The ultimate direction of the Club rests with the Members. In furthering this guiding principle the Operations Manual provides an equitable system of administrative due process.

The Operations Manual shall be published at least triennially and be distributed to all field staff, office staff, Directors, and one copy to each Region. Changes to the Operations Manual may be made only by the Board of Directors and shall be published.

Section 6. Conflict of Interest. No officer, Director or employee of the Club may participate in, or attempt to influence any decision by the Club affecting his or her own personal business interests, or otherwise use his or her official position for personal gain.

ARTICLE VII:
SUBSIDIARY ORGANIZATIONS

Section 1. Regions. The Club shall promote, encourage, and sponsor the organization and operation of Regions, which shall be subsidiary affiliated organizations of the Club, participating in and subscribing to its purposes and activities, operating within its rules, and having rights and privileges within geographical boundaries, as stipulated by the Board of Directors.

Section 2. Standards. The Board of Directors shall set, and from time to time may modify the standards which such organizations shall be required to meet in order to qualify as Regions. Such standards shall be uniform and consistent for all Regions, and shall require that Regions operate in accordance with the general policies established by the Club, that their constitutions and bylaws or similar instruments not be inconsistent with the bylaws, policies, and regulations of the Club, and that Members of the Regions be Members of the Club.

Section 3. Charters. Each such duly qualified Region shall receive a charter in the name of the Board of Directors authorizing it to use the name of the Club, the Club emblem, and the Club initials, which are service marks, trademarks and/or tradenames of the Club, as stipulated by the Board of Directors. Each such charter shall specify that the Region shall carry out the general purposes of the Club, and shall conform to the provisions of those bylaws and the policies and standards which the Board of Directors may from time to time promulgate. Every such charter shall expire at the end of the calendar year for which it is

issued, and shall be renewable only if the Board of Directors shall be satisfied that the Region has functioned and will continue to function in accordance with its charter, the provisions of these bylaws, and the policies and standards set by the Board of Directors. Such charter shall be subject to suspension or revocation at any time by the Board of Directors if the latter shall be satisfied, in its sole discretion, by evidence it deems credible that the Region has failed to function in accordance with its charter, the provisions of these bylaws or the policies and standards set by the Board of Directors, and such suspension or revocation shall be final.

Section 4. Requirements for Charter. Any group desiring to become affiliated with the Club as a Region must be a functioning corporation with at least 25 Members, who would qualify as Regular Members of the Club, with a governing body that is elected periodically by the Members, holding membership and business meetings, and conducting events and activities of its Members in general accordance with the purposes of the Club. Any such organization may make application to the Board of Directors in such form as the Board of Directors may prescribe requesting a charter as a Region. The formation of any Region shall be with the approval of the Region ceding the territory for the new Region, provided, however, that if one or more Regions shall fail or refuse to give such approval, the organization requesting charter as a new Region may appeal such action to the Board of Directors. If the Board of Directors finds that this failure or refusal is not in the best interests of the Club, the Board of Directors may grant a Regional charter to such organization without this approval.

Section 5. Responsibility. Under no circumstances shall the Club be responsible for any debts incurred by any Region unless, prior to incurring such debt, the Board of Directors has voted to guarantee payment thereof.

Section 6. Intermediate Organizations. The Board of Directors may, in its discretion, permit the association of Regions in divisional or area councils, or other such groupings, for mutual assistance and cooperation in order more effectively to carry out their objectives as subsidiary organizations of the Club, and such councils or groupings, no matter how denominated, shall have such powers, rights, and privileges as the Board of Directors may specify but no such powers, rights, and privileges shall contravene these bylaws.

Section 7. SCCA Pro Racing, Ltd. SCCA may not divest itself of any interest in SCCA Pro Racing, Ltd. without the approval of a majority of the membership of the Club.

ARTICLE VIII:
FISCAL YEAR

The fiscal year of the Sports Car Club of America and its subsidiaries shall be for the year ended December 31.

ARTICLE IX:
PERSONAL LIABILITY

All persons or corporations extending credit to, contracting with, or having any claim against the Club or the Board of Directors 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 or the Board of Directors, so that neither the Members of the Club, nor the Board of Directors, past, present or future, shall be personally liable therefore.

ARTICLE X:
INDEMNIFICATION

The Club may indemnify a Director, Officer, employee or agent 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:

(a) conducted himself in good faith,

(b) reasonably believed,

  (i) 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

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

(c) 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.

The Club shall not indemnify a Director, Officer, employee or agent in connection with

(a) a proceeding by or in the right of the Club, in which such person is adjudged liable to the Club, or

(b) 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).

However, the Club shall indemnify a Director, Officer, employee or agent 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 in connection with the proceeding.

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:

(a) the Board of Directors by majority vote of a quorum, which quorum shall consist of Directors not parties to the proceeding, or

(b) if a quorum cannot be obtained, by a majority vote of a committee of the Board of Directors designated by the Board, 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.

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:

(a) independent legal counsel selected by a vote of the Board of Directors or the committee, or if a quorum of the full Board cannot be obtained or a committee cannot be established, by independent legal counsel selected by a majority vote of the full Board, or

(b) by the Members.

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.

A Director, Officer, employee or agent 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.

The Club may pay for, or reimburse, the reasonable expenses incurred by a Director, Officer, employee or agent 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.

The Club may purchase and maintain insurance on behalf of an individual who is or was a Director, Officer, employee, fiduciary or agent of the Club and who, while a Director, Officer, employee, fiduciary or agent 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.

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 XI: AMENDMENT

The Board of Directors, or three per cent or more of the Regular Members, of whom no more than one-third shall be from the same Area, may propose an amendment to the certificate of incorporation or bylaws by submitting such proposal in writing to the secretary. A proposal submitted by the Members shall be reviewed by a committee of five Regular Members, consisting of four Members appointed by the Board of Directors, two of whom are Members proposing the amendment, and a fifth Member appointed by these four Members, who shall act as a chairperson. The committee shall consider the propriety of the proposal, taking into account the intent of the Petitioners and the suitability of the inclusion of the proposal in primary instruments such as the certificate of incorporation and bylaws, and shall draft the proposed amendment into suitable language. Proposals of either origin shall be submitted to the vote of the Regular Member by mailing notice of the proposal and a form of ballot to all Regular Members. Each Regular Member shall be entitled to one vote on each proposal submitted to the membership. At least 30 days shall be allowed for voting. Ballots shall be mailed for counting to the firm of certified public accountants serving as the Club auditor, and shall not be available for inspection by any officer, Member, or employee. If at least two-thirds of the Regular Members voting are in favor of the amendment, it shall be adopted. The secretary shall cause the result of the balloting to be published for the information of the entire membership.