

2. To act as a governing and rule making body/authority for the subordinate organizations constituting its member regions situated within the geographically defined Midwest Division of the Sports Car Club of America as such Division now exists or shall hereafter exist, and,
3. To make, enact, promulgate and enforce rules and regulations for the efficient management of the affairs of the Midwest Division and its subordinate member regions, and,
4. To make and enter into any and all contracts in furtherance of the purposes and activities of the Midwest Division and/or its member regions, and,
5. To act as a sanctioning body/authority for the related activities of its member regions to include, but not be limited to, sports car races, gymkhana and/or solo events, road rallies and concourse events; to solicit and obtain sponsorship for such events.
6. To encourage and promote cooperation between the member regions, to promote and encourage sportsmanship at all levels and to generally advance and protect the collective and separate interests of the member regions in the sport and enjoyment of sports cars and all related activities.
7. However, the authority created and delegated herein to the Midwest Division (MIDIV) SCCA, Inc., shall not in any manner be construed to, or allowed to, affect diminish, reduce or restrict the autonomy of any of its member regions, which shall at all times remain separate entities created and authorized by and pursuant to the policies, procedures, rules and regulations of THE SPORTS CAR CLUB OF AMERICA, INC. being the national organization.

8. Further, this corporation shall not exist for, nor as a source of, pecuniary gain to the individuals who shall constitute the membership of the individual regions, whether incidentally or otherwise. In the event that this corporation shall realize through its activities surplus levels above its expenses of operation, the same may be shared with its member regions in such manner as shall be consistent with its purposes and in such manner as its executive committee shall determine from time to time.

ARTICLE FIVE

Membership in the Midwest Division SCCA, Inc. shall consist of those regions situated in the geographic area of the United States known as the Midwest Division. "Region" is defined as one of the separate clubs within the Division. Each separate Region shall be represented by its duly elected Regional Executive, or his/her duly appointed representative.

ARTICLE SIX

- A. The Directors of this not-for-profit corporation shall be the Regional Executives of the member Regions. Their term of office as Director shall be commensurate with their term of office as a Regional Executive of a member region, and until their successor shall have been duly elected and qualified.

No one other than a Regional Executive or his /her duly constituted representative shall be entitled to vote on any matter

- B. All authority shall be vested in the Directors acting as the Midwest Division Executive Committee. In all matters a majority of those present shall control and a quorum shall consist of not less than five (5) Regional Executives.
- C. Only regions that are in good standing shall be entitled to vote upon any matter or to attend any meeting.

D. The member Regions whose Regional Executives shall comprise the Board of Directors are:

REGION NO.	NAME OF REGION
15	Kansas
16	Kansas City
21	St. Louis
30	Oklahoma
48	Nebraska
54	Northeast Oklahoma
58	Southern Illinois
66	Mid-South
73	Mississippi
76	Des Moines Valley
77	Arkansas
90	Wichita
107	Ozark Mountain
110	Salina

ARTICLE SEVEN

- A. Officers of the Corporation shall be a Chairperson, Vice-Chairperson, Secretary and Treasurer. The officers shall be elected by the Executive Committee at its Annual Meeting, held normally during the annual Midwest Division Convention (but may be held at such other time as directed by the Executive Committee), to serve until such time as the successors are elected and installed. Officers of the Corporation shall have been a past Regional Executive or be a current Regional Executive.**
- B. The Chairman, Vice-Chairman, Secretary and 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 a Regional Executive, or be the duly appointed representative of the Regional Executive.**

- C. 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.
- D. The affairs of the corporation shall be conducted by the officers subject to the direction and control of the Executive Committee. However, no officer or agent shall incur expense or debt in behalf of the corporation without specific authority by resolution or other action of the Executive Committee. The Executive Committee shall not incur debt beyond income for any purpose without first passing an appropriate resolution which shall thereafter be subjected to ratification by a majority of the member Regions who shall submit the same to their membership for consideration.

ARTICLE EIGHT

In the event of dissolution of the corporation, all records and properties shall be held by the Secretary/Treasurer until relinquished to a suitable successor. To qualify as a suitable successor an organization must be operated exclusively for non-profit purposes. The net assets of the Midwest Division SCCA, Inc., shall no ensure to the benefit of any private person or corporation which exists for profit and shall, upon issuance of an appropriate certificate of dissolution, be distributed to a suitable successor as described herein.

ARTICLE NINE

- A. These Articles of Incorporation shall constitute the Constitution of this organization, and shall be supplemented by such Bylaws as the Executive Committee shall adapt. Amendments of these articles shall be affected only by an action of the Executive Committee, which shall thereafter be ratified by a majority of the separate Regions constituting the Midwest Division. Such ratification shall be accomplished within six (6) months of the date of the action of the Executive Committee or it shall fail.

B. 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.

ARTICLE TEN

This corporation shall not have authority to issue capital stock at any time.

**Originally signed and witnesses by: Walter Bower, Steve A. Weeks and Ken Harkin on
July 19, 1990**

**An amended Certificate of Incorporation was issued by the State of Oklahoma on
February 22, 2016.**