



RE-PORT

Mary Utecht
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Holiday Greetings to Everyone!

In this issue of the Tonneau, you will find a proposed updated version of the Region bylaws. The LoL Board of Directors had previously discussed these changes. We have been operating under these bylaws since they were originally proposed. However, we recently discovered that these changes were never properly ratified. We will be publishing the proposed bylaws in December and January and voting on the changes at the annual meeting and banquet on January 8. Below are the changes;

Section 4.01, change October to January

Section 4.02, replace entire section with "Other than the Annual Meeting, a meeting of the members may be held on such date and at such location as shall be designated by the Board of Directors or its appointed representatives."

Section 5.03.d add "If there is only one candidate for each open position then no election will be held and the Board of Directors shall appoint the candidates by majority vote. If there are more candidates than there are positions, or a director has been recalled (see Section 5.04) and is standing for re-election, then paragraphs e through i shall be used to complete the election of Directors." Renummer the rest of 5.03 after the addition of the new 5.03.d.

Mary Utecht
Land O'Lakes Regional Executive

Bylaws Update Details P. 4-8
Please read!

Mark Your Calendar!
The LoL banquet will be 6:00 PM Jan 8, 2010 at Degidio's Registration on page 3

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Club Contacts

Snow States Autosports Club (SSAC) Board of Directors

Chairman

Mark Utecht 651-408-1203 mayhem83@earthlink.com

Vice- Chairman - Membership

Randy Van de Loo 612-729-1949 rvandeloo@gmail.com

Secretary / Treasurer

Carrie Carlson, 612-618-4929, ccarlsondds@comcast.net

Land O' Lakes Region SCCA Board of Directors

Regional Executive

Mary Utecht 651-408-1203 scca_lol_re@yahoo.com

Assistant Regional Executive

Randy Van de Loo 612-729-1949 rvandeloo@gmail.com

Secretary

Jim Gillen, 763-427-9214 jim@gillengroup.com

Treasurer

Carrie Carlson, 612-618-4929, ccarlsondds@comcast.net

Tonneau Newsletter Editor

Kathy Gillen, 763-241-8010; kathy@gillengroup.com

Members at Large

Eric Dahl 651-470-0371 turboawd@lycos.com

Jimmy Griggs 612-916-4562 jimmygriggs@gmail.com

Aaron Jongbloedt jungle@hickorytech.net

Joe Axberg, joeaxberg@mac.com

Dan Corgard, danielcorgard@earthlink.net

LOL-SCCA Rally Cross Coordinator

Erik Dahl 651-470-0371 turboawd@lycos.com

LOL-SCCA Solo Contact

Rick Albrechtson (608)790-6494

LOL-SCCA Membership Coordinator

Mark Utecht 651-408-1203 mayhem83@earthlink.com

LOL-SCCA Flagging & Communication Chief

Jim Gillen, jim@gillengroup.com, 763-427-9214

LOL-SCCA Road Racing Contact

Jimmy Griggs 612-916-4562, jimmygriggs@gmail.com

BIR Race Chair

Kathy Gillen 763-241-8010, kathy@gillengroup.com



**The 2009 Year-End Awards
Banquet and
Annual Meeting**

Please join us for a night of awards and socializing. We will also be discussing the 2010 Competition Season and the return of SCCA Club Racing to BIR! This event is open to all so bring a friend.

Friday, January 8 at
DeGidio's Restaurant
425 West 7th Street
St. Paul MN 55102

- 6:00 p.m. Social Hour**
- 7:00 p.m. Buffet Dinner**
- 8:00 p.m. Welcome and Program**

Menu: Mostaccioli pasta with family recipe spaghetti sauce, Italian sausage & bell peppers, Tender baked chicken, Italian salad, Garlic breadsticks, Frosted brownies, Coffee.

Cost is \$20.00 per person.

Please make checks payable to LOL-SCCA and include with R.S.V.P. below. Please respond on or before **December 30, 2009**

Name _____

Number Attending _____

Phone Number _____

Send response and payment to:

Mary Utecht
29768 Forest Blvd
Stacy, MN 55079

Bylaws of the Land O' Lakes Region, Sports Car Club of America, Inc.

(A Nonprofit Corporation under the laws of the State of Minnesota)

Article I. Name

The name of the organization shall be the Land O' Lakes Region (hereinafter referred to as LOL) of the Sports Car Club Of America (hereinafter referred to as SCCA).

Article II. Purpose

The purpose of the Region shall be

- To encourage the preservation, ownership and operation of sports and special interest cars,
- To act as a source of technical information,
- To provide and regulate events and exhibitions for sports and special interest cars and their owners,
- To encourage careful and skilful driving on the public highways,
- To establish rules and regulations covering all activities of the Club,
- and to own real and personal property incidental to the foregoing purposes.

Article III. Membership

Section 3.01 Class of Members

The classes of members of the Region shall correspond to such categories as are defined as Regular Members in the Bylaws of the SCCA.

Section 3.02 Application

To become a member of LOL, an individual must submit an SCCA membership application accompanied by the appropriate Regional and National dues to the national office of SCCA.

Section 3.03 Annual Dues

The Board of Directors will establish the amounts of annual dues within the limits provided by the Articles of Incorporation. Regional dues shall be payable on the same time schedule as National dues. Dues of new members shall be payable on the same time schedule as National dues. Dues of new members shall not be prorated. No refund of dues shall be made under any circumstances.

Section 3.04 Non-payment of Dues

Membership will automatically lapse for non-payment of dues after the due date for the current year. Reinstatement of the lapsed membership will be carried out in accordance with the standard SCCA procedure and Article III, Section 3.07.

Section 3.05 Expulsion and Suspension

Any member may be expelled or suspended for infraction of Regional rules or such other cause as may be determined by a majority of the Board of Directors as not being in the best interests of the Region. The Board will afford the member a reasonable opportunity to be heard by it prior to taking any such action. A member shall be notified by the Secretary via registered mail of any charges to be presented against him/her at least fifteen days prior to the date of the meeting at which they are to be considered. This member shall have an opportunity to submit in person or in writing his/her position on such charges and may present witnesses. The Board may, by two thirds vote of the full Board, expel or suspend the member for a specified period or, by majority vote, make other disposition of the charges as it may deem advisable.

Section 3.06 Resignation

A member may resign by letter addressed to the Secretary. His/Her resignation shall become effective upon receipt. Such resignation shall not relieve him/her of the obligation to pay any dues or debts owed to the Region.

Section 3.07 Reinstatement

A former member is one whose membership has lapsed. Former members desiring to renew memberships may submit a new membership application or, if it is desired to make the membership continuous, may pay back dues for the intervening period. All debts owed to the Region must be satisfied before the membership will be reinstated.

Section 3.08 Transfer of Membership

Membership in the Region is not transferable or assignable.

Article IV. Meetings Of The Members

Section 4.01 Annual Meeting

The Annual Meeting of the members shall be held each year in **January** in the metropolitan area of Minneapolis/St. Paul for the purpose of electing Directors and for the transaction of such other business as may come before the meeting.

Section 4.02 Monthly Meetings

Other than the Annual Meeting, a meeting of the members may be held on such date and at such location as shall be designated by the Board of Directors or its appointed representatives.

Section 4.03 Special Meetings

The Regional Executive, the Board of Directors or not less than ten percent of the members may call special meetings of the members. Those calling the meeting shall designate the time and place of the meeting.

Section 4.04 Notice of Meetings

The Secretary or another Officer acting on behalf of the Secretary shall give notice of meetings of the members. Publication of such notices in the Regional publication shall be considered as fulfilling the intent of this Section, although additional notice by such means as web sites and electronic forums is strongly encouraged. At least five days advance notice must be given.

Section 4.05 Quorum

At any meeting of the members, one-tenth of the members of the Region shall constitute a quorum. The act of a majority of such a quorum shall be an act of the membership of the Region, except where otherwise provided in the bylaws.

Section 4.06 Proxies

At any meeting of the members, a member is entitled to vote in person, by a proxy executed in writing by the member, or by his/her attorney-in-fact. A proxy may be given only to a member and, unless otherwise provided in the proxy, shall not be valid after eleven months.

Section 4.07 Conduct of Meetings

The Regional Executive or the Assistant Regional Executive shall preside over all meetings of the members, unless the members request otherwise. The Regional Executive or the Assistant Regional Executive shall communicate to the Board of Directors and to the general membership any acts instituted by the members or any concerns voiced by the members that require the attention of the Board of Directors.

Article V. Board Of Directors

Section 5.01 General Powers and Duties

The Board of Directors shall manage the affairs of the Region.

Section 5.02 Number, Tenure and Qualifications

There shall be nine Directors, three of whom shall be elected each year to a term of three years. If a Directorship is vacated, the Board shall elect a successor to complete the unexpired term of his/her predecessor. Resignation from the Board shall be in writing effective upon receipt by the Board. Only a current member of the Region is eligible to be a Director. The past Regional Executive, if he/she is not a continuing member of the Board, shall be an ex-officio member of the Board for the following year.

Section 5.03 Election of Directors

The following procedures shall be used for election of Directors:

- a. The Regional Executive shall select at least one nominee who agrees to be a candidate for each of the expiring terms on the Board. Nominees must be at least sixteen (16) years in age. The names of the nominees shall be presented to the Board of Directors three months prior to the Annual Meeting.
- b. Additional candidates may be nominated in writing by five percent of the membership. Such nominations shall include agreement of the candidate to run. Such nominations shall be submitted to the Secretary prior to the opening for business of the Board of Directors meeting that is two months prior to the annual meeting.
- c. The names of all candidates shall be published in the issue of the regional publication published two months prior to the Annual Meeting. Each candidate shall have the right to submit a photograph and a statement of platform to be published in the regional publication.
- d. **If there is only one candidate** for each open position then no election will be held and the Board of Directors shall appoint the candidates by majority vote. If there are more candidates than there are positions, or a director has been recalled (see Section 5.04) and is standing for re-election, then paragraphs e through i shall be used to complete the election of Directors.
- e. At least fourteen days before the Annual meeting, the Secretary shall send by first-class mail to each member one ballot and ballot envelope, on which shall be printed designated areas for the member to both print and sign his/her name and to print his/her membership number. A ballot shall have no more votes cast than the number of Board positions being contested but may have fewer. No more than one vote may be cast for each candidate on a given ballot. The marked ballot shall be inserted into the ballot envelope, which shall be sealed and on which the voter should both print and sign his/her name and print his/her membership number. The ballot may be submitted prior to the opening for business of the Annual meeting or the sealed envelope may be returned only to the Secretary by mail and will be valid only if received by the Secretary prior to the Annual meeting.
- f. The Secretary shall appoint a minimum of three election judges to count ballots at the Annual Meeting, designating one as the Chairperson. The Secretary shall provide the judges with an up-to-date list of the members to be used to validate the ballots. All ballots cast by non-members, which are not submitted in a sealed envelope, which do not have both the printed and signed name of the voter and the membership number on the sealed envelope, which contain too many votes or which have more than one vote for one candidate shall not be counted by the judges. Upon completion of the count, the Chairperson will announce the results to the membership including the number of votes cast for each candidate. The ballots shall be retained by the Secretary for a minimum of 30 minutes in case a recount should be requested.
- g. In the event of a tie vote that makes it impossible to determine the three elected Directors, the tied candidates or their appointed representatives shall determine the result by lot or coin.
- h. An unsuccessful candidate or his/her representative may request a recount. Such a request must be submitted within thirty minutes after the announcement of the election results. The candidate or his/her representative and an impartial observer appointed by the Regional Executive shall be present at the recount. Upon completion of the recount, the confirmed or revised results, including the number of votes cast for each candidate shall be announced to the membership. If there is no request for a recount or upon resolution of any recounts, the ballots shall be destroyed.
- i. Terms of newly elected Directors shall begin upon announcement of the official election results.
- j. Directors may be elected for not more than two consecutive terms.

Section 5.04 Recall of Directors

Upon written petition of ten percent of the membership submitted at least seventy five days prior to the Annual Meeting, any Board member must stand for reelection before the end of his/her term. The Board of Directors, by a majority vote of the full Board, may

require a Board member to stand for reelection before the end of her/his term for actions or inactions detrimental to the Region. Such action must be taken at least seventy five days prior to the Annual Meeting. To be re-elected, the recalled Director(s) must receive sufficient votes to finish in the number of top candidates corresponding to three plus the number of recall candidates. A recalled Director, if re-elected, shall serve the balance of his/her term. Should the recalled Director(s) not be re-elected, the top candidate(s) after the top three shall be elected to complete the unfinished term(s); the highest finishing candidate shall be elected to the longest unfinished term. If a recalled Director does not submit in writing to the Secretary his/her decision to run for reelection within thirty days of recall action, he/she shall be considered to have resigned and his/her successor shall be appointed by the Board in accordance with Article V, Section 5.02.

Section 5.05 Removal of a Director

The Board of Directors, by two-thirds vote of the full board, may remove a Board member from office before the end of his/her term for nonperformance or for actions detrimental to the Region. Such an action by the Board shall not constitute expulsion from the Region.

Section 5.06 Resignation by Non-attendance

Failure of a director to attend three consecutive meetings of the Board of Directors or five meetings of the Board of Directors during the year without approval of the Regional Executive, shall be considered as an automatic submission of resignation.

Section 5.07 Resignation by Lapse of Membership

Failure of a director to maintain current membership in LOL shall be considered as an automatic submission of resignation.

Article VI. Meetings Of The Directors

Section 6.01 Organization

The Regional Executive shall preside at the meetings of the Board of Directors. In his/her absence, the Assistant Regional Executive shall preside. In the absence of both, the Board shall elect its own chairperson.

Section 6.02 Annual Meeting

Immediately after the election of the new Directors, the Annual Meeting of the Board of Directors shall be held for the purpose of electing the Regional Executive.

Section 6.03 Regular Meetings

One regular meeting of the Board of Directors shall be held each month. Such meetings shall be open to the members and the date and location shall be available to all members.

Section 6.04 Special Meetings

Special meetings of the Board of Directors may be called by the Regional Executive or at the request of any three Directors. Such meetings shall generally be open to the members except that the Board, when it believes that the premature public disclosure of the business to be conducted would be detrimental to the affairs of the Region, may by majority vote declare such meetings closed to all except the Board of Directors. However, the minutes of such closed sessions shall be open to the members when disclosure is no longer considered detrimental by the Board.

Section 6.05 Notice of Meetings

The scheduled date and location of the next regular meeting of the Board shall be incorporated in the minutes of the current regular meeting, which shall be transmitted by the Secretary so as to reach each Director at least two days before the next regular meeting. Notice of any special meeting of the Board of Directors shall be transmitted such that it reaches all Directors at least two days prior to the meeting. The Directors may waive notice of any special meeting and business transacted at such meeting shall be considered proper actions of the Board. The attendance of a Director at any meeting shall constitute a waiver of notice of the meeting except where the Director attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business transacted at and the purpose of any regular or special meeting of the Board need not be specified in the notice or waiver of notice unless specifically required by law or these bylaws.

Section 6.06 Quorum

A majority of the Board of Directors shall constitute a quorum for transaction of business at any meeting of the Board. The act of a majority of such quorum shall be an act of the Board of Directors except where otherwise provided by these bylaws.

Section 6.07 Compensation

Directors shall receive no financial compensation whatever for their service to the Region. The region, at the discretion of the Board of Directors, may repay out-of-pocket expenses incurred by a Director in connection with specific affairs or events of the Region.

Article VII. Officers

Section 7.01 Officers

The officers of the Region shall include a Regional Executive, Assistant Regional Executive, Secretary, Treasurer and any such other officers as the Board of Directors may deem desirable. Such officers must be members of the Board of Directors. No Board member may hold two offices concurrently.

Section 7.02 Election and Term of Office

The Regional Executive, Secretary and Treasurer shall be elected annually by the Board of Directors at its Annual Meeting. The outgoing Regional Executive shall preside at the Annual Meeting until his/her successor has been elected. The Regional Executive shall appoint the remaining officers with the concurrence of the Board of Directors. The preceding Secretary and Treasurer, even though they may not be continuing in office, shall continue to perform the duties of these offices under the supervision of the Regional Executive until their successors are elected.

Section 7.03 Removal of Officers

A majority of the full Board of Directors may remove any elected or appointed officer or agent whenever, in its judgement, the interest of the Region would best be served.

Section 7.04 Vacancies

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 7.05 Regional Executive

The Regional Executive shall be the principal executive officer of the Region, shall formulate Regional policy, direct planning and execution of Regional programs, assure the proper staffing of club offices and committees and call to account the officers and appointees for the execution of their duties. He/She shall preside at all meetings of the Board of Directors. He/She shall sign all deeds, mortgages, bonds, contracts or other instruments which the Board of Directors has authorized to be executed except those specifically delegated to others for signature and execution by the Board, these bylaws or by statute.

Section 7.06 Assistant Regional Executive

The Assistant Regional Executive shall preside at meetings of the Board of Directors in the absence of the Regional Executive and shall have those duties and powers prescribed by the Board. In the absence of the Regional Executive or his/her death, resignation or inability to act, he/she shall perform the duties of the Regional Executive. Should the Assistant Regional Executive permanently assume the office of Regional Executive in accordance with this section, he/she shall appoint a new Assistant Regional Executive.

Section 7.07 Treasurer

The Treasurer shall, subject to conditions and restrictions made by the Board of Directors, have custody of all funds, securities, debts and obligations of the Region. The Treasurer or his/her designate shall receive all monies due and payable to the Region and shall deposit them in such banks or other depositories as the Board of Directors shall select. The Treasurer shall sign all checks, drafts, notes or other evidence of indebtedness issued in the name of the Region. He/She shall keep complete and correct books and records of all Regional financial transactions. The Treasurer shall be bonded at the expense of LOL in an amount to insure full coverage of LOL's funds.

Section 7.08 Secretary

The Secretary shall record the minutes of all meetings of the General Membership and of the Board of Directors. He/She shall see that all notices of meetings required by law or these bylaws are properly given. He/She shall be responsible for maintaining an up-to-date record of the names and addresses of all members for the purpose of validating ballots during Regional elections. He/She shall have custody of the Corporate Records and shall perform all duties usually incidental to his/her office, assigned by the Regional Executive and Board of Directors or as defined in these bylaws. In the absence of the Secretary at meetings, the presiding officer shall appoint a secretary to record the required minutes.

Article VIII. Committees And Administrators**Section 8.01 Establishment**

The Regional Executive, with the advice and consent of the Board of Directors, shall appoint such committees and administrators as are necessary to assist in the planning and execution of the Regional programs. The Regional Executive and the Assistant Regional Executive shall be ex-officio member(s) of all committees.

Section 8.02 Terms of Committees and Administrators

Each committee and administrator shall serve from the time appointed until the Annual Meeting unless appointed for a limited period of time for the completion of a specific task, in which case the committee will be dissolved upon acceptance of its final report.

Section 8.03 Committee Members

Committee members shall serve for the life of the committee unless removed by the Regional Executive with the consent of the Board of Directors or by a majority of the full Board of Directors. Each committee must file reports with the Board of Directors. The Secretary will include these reports in the Region's records.

Section 8.04 Actions, Minutes and Reports of Committees

All actions and reports by a committee must be by majority vote of the entire committee. Copies of the minutes of all committee meetings and copies of all reports must be filed with the Secretary for inclusion in the Regional records. Each committee shall file a report with the Board of Directors. The Board of Directors shall have the power to accept, modify or reject any reports, plans or decisions made by any committee.

Article IX. Contracts, Checks and Gifts**Section 9.01 Contracts**

The Board of Directors may authorize any officer(s) or agent(s) of the Region, in addition to those specifically authorized in these bylaws, to enter into any contract in the name of and on behalf of the Region. Such authority shall be in writing.

Section 9.02 Checks, Drafts, Etc.

The Board of Directors may, by resolution, designate other officers who shall sign checks, drafts, notes or other evidence of indebtedness in the absence of the Treasurer.

Section 9.03 Gifts

The Board of Directors may accept, on behalf of the Region, any contributions, gifts, bequests or other devices.

Article X. Fiscal Year

The fiscal year shall be from November 1st to October 31st.

Article XI. Books And Records**Section 11.01 Books and Records**

All books and records of the Region may be inspected by any member or his/her agent or attorney for any purpose at any reasonable time.

Section 11.02 Financial Records

The financial records of the Region shall be submitted on or before December 1st to a Certified Public Accountant designated by the Board of Directors, for inspection and preparation of the Region's income tax returns.

Article XII. Chapters**Section 12.01 Chapter Organization**

The Chapters of LOL shall be organized under the guidelines set forth in the SCCA Operations Manual except as revised by these Regional Bylaws.

Section 12.02 Requirements

A Chapter will require a minimum of fifteen members before being considered for Chapter status and to retain Chapter status. The Chapter's primary central location may be a city outside of a ninety-mile radius of the Minneapolis/St. Paul metropolitan area.

Section 12.03 Governing Body

Upon receiving approval by the Region's Board, the Chapter will be required to form its own governing body and will then have reporting responsibilities to the Region's Board. For ease of communications, the Regional Executive will annually be required to appoint a Board member to act as liaison to each of the chapters.

Section 12.04 Membership

Membership in a Chapter will initially be determined by the proposed Chapter submitting to the Board of Directors a list of current members, with their member numbers and signatures, who confirm their approval for classification into the Chapter. Subsequent membership will be allocated to a Chapter based on notations by members on their membership applications or renewals. It is the Chapter's option to recruit current Region members to become members classified in the Chapter. Upon request, the Region will provide listings of members sorted by zip code.

Section 12.05 Financial Records

A Chapter shall maintain its own accounting and checking accounts and may develop periodic Chapter publications. Any assets, liabilities or property transferred to a Chapter shall remain the property of the Chapter. Financial statements by each Chapter shall be presented to the Board of Directors at fiscal year-end. Each Chapter will be required to submit a financial statement at the onset of each year and a budget indicating any cash flow requirements that may need funding from the general treasury.

Section 12.06 Events

All dates for events must be approved by the Regional program coordinators as appointed by the Region's Board, before being placed on the calendar as LOL events.

Article XIII. Subsidiaries

LOL may create wholly-owned subsidiary corporations for purposes not inconsistent with its articles of incorporation and these bylaws.

Article XIV. Waiver Of Notice

Whenever any notice whatever is required to be given under the provisions of the Articles of Incorporation or the bylaws of the Region, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Article XV. Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern all meetings of the Region when consistent with these bylaws and applicable statutes.

Article XVI. Amendments To Bylaws

Any proposed amendment to these bylaws may be submitted in writing at any meeting of the members or may be submitted to the Board of Directors. The presiding officer for the meeting at which any proposed amendment is submitted shall read the proposed amendment to the meeting attendees. If the proposed amendment receives the approval of the Board of Directors, it shall be published in two successive issues of the Regional publication and shall be voted on at the meeting following such publication. The amendment shall be adopted if approved by a two-thirds majority of members present and voting at said meeting.

Check out our website: <http://scca-lol.org/>

BIR needs your help!

Details P. 11

Mark Your Calendar!

The LoL banquet will be 6:00 PM Jan 8, 2010 at Degidio's
Nominations/awards needed, P.6

Watch our website, <http://scca-lol.org/>
for more information

Address Service Requested

The Tonneau
Land O' Lakes Region,
Sports Car Club of America
29768 Forest Blvd.
Stacy, MN 55079

Please make sure your address is correct and complete. The Postal Service prefers to see ZIP +4!
If you need to correct your address, please contact Kathy Gillen at 763-241-8010