

BY-LAWS OF AREA FIVE-CENTRAL DIVISION SCCA, INC.

ARTICLE I MEMBERSHIP

SECTION 1. Qualifications. There shall be one class of membership. Membership shall be limited to those corporations, recognized by the Sports Car Club of America, Inc. ("SCCA") as duly accredited and affiliated Regions located and operating within Area Five of the SCCA Central Division.

SECTION 2. Rights and Privileges. Each member region shall be entitled to participate in the nomination of candidates to be selected for the Board of Directors, to attend all sessions of any annual or special meetings.

SECTION 3. Duties. Members regions shall pay such membership and other fees as may be established from time to time by the Board of Directors.

SECTION 4. Termination. A member region shall cease to be a member of the corporation if it:

- (a) Fails to pay such membership and other fees as established by the Board of Directors and the Board of Directors takes action to terminate membership.
- (b) Fails to qualify as an active, duly accredited affiliated Region of the SCCA located and operating within Area Five of the SCCA Central Division.
- (c) Fails to maintain status as exempt from tax under Section 501(a) and Section 501(c) (4) of the Internal Revenue Code. Each member region shall promptly notify the corporation if it is disqualified from membership.

ARTICLE II MEETINGS OF MEMBER REGIONS

SECTION 1. Meetings. Meetings shall be held at the principal office of the corporation or at such other place and time as designated in the call therefore.

SECTION 2. Annual Meeting. The Annual Meeting of the member regions shall be held at a time and place as directed by the Board of Directors.

SECTION 3. Special Meeting. Special meetings of members regions may be called by the President of the corporation or by the Secretary within 20 days following request in writing of either a majority of the Board of Directors or a majority of those members entitled to vote at such meeting, in each case stating the specific purposes therefore. Special meetings shall be held within Area Five of the SCCA Central Division. No business shall be transacted at a special meeting, other than the business designated in the call as the purpose or purposes thereof.

SECTION 4. Notice. Written notice stating the time and place of a meeting of member regions, and in the case of a special meeting the purposes thereof, shall be given by the Secretary to each member region entitled to vote, either by personal delivery to an officer of the member, or by mailing not less than 10 days prior to such meeting.

SECTION 5. Quorum. The presence of less than a majority of the member regions shall constitute a quorum only if such meeting has been duly called and due notice given.

SECTION 6. Voting. The member Regions shall vote on each motion or matter submitted to a vote by the member regions. A majority vote from all member regions is required for a motion or matter to pass. A majority of the votes cast at a meeting duly called and at which a quorum is present shall be sufficient to take or authorize action upon any matter which may properly come before the meeting. Any successful vote by the member regions shall supercede actions by the Board of Directors. All member regions shall cast one vote for each member of the region, as determined by national office membership information.

ARTICLE III BOARD OF DIRECTORS

SECTION 1. Number, Qualifications.

- (a) There shall be nine members of the Area Five Board of Directors, each selected by the member regions in such a manner to have three board member's terms expire each year.
- (b) In addition to the nine elected members of the Area Five Board, the Area Five national director of SCCA duly elected from Area Five of Central Division thereof, shall be non-voting, ex-officio member of the Board of Directors of this corporation during his/her tenure as such.
- (c) In addition, as the need arises, the board may appoint a person to fill a vacant position on the board. This appointee will remain as a non-voting director until the position can be filled according to the by-laws. This position on the board as a non-voting director is an exception to the provisions in Section 4.b.

SECTION 2. Responsibilities; Powers.

- (a) The Board of Directors shall manage the business and affairs of the corporation.
- (b) Any director whose position involves a conflict of interest on any issue before the Board shall announce such conflict and refrain from the discussion and voting on the issue.

SECTION 3. Election/Selection.

- (a) One month prior to each annual meeting the member regions of Area Five of SCCA Central Division shall select a member from their region membership.
- (b) A vacancy occurring among the directors shall be promptly announced to the members by the Secretary and shall be filled within thirty (30) days after such announcement and for the unexpired term of the predecessor director. The vacancy shall be filled by a member from the same member region as the predecessor director, in accordance with Article III, Section 1.a and Section 3.a, above.

SECTION 4. Term.

- (a) The term of office of each member of the Board of Directors shall be three (3) years. until death, resignation or removal, or until the next annual membership meeting at which a qualified successor's selection is announced, whichever occurs first.
- (b) No region shall have more than one director selected from that region's membership.

SECTION 5. Meetings.

(a) The annual meeting of the Board of Directors shall be held immediately following and at the same place as the annual membership meeting. Additional regular meetings of the Board shall be fixed by a resolution of the Directors or upon ten (10) days written notice from the President at such time and place as shall be set forth in such written notice.

(b) Special meetings of the Board of Directors shall be held whenever called, in writing, by the President or by a majority of the members of the Board.

SECTION 6. Waiver of Notice. Whenever notice of any meeting of the Board of Directors is required to be given by law or these by-laws, a waiver thereof in writing, signed by the person entitled to such notice and filed with the records of the meeting, whether before or after the holding thereof, shall be equivalent to the giving of such notice. Presence at any meeting without objection shall also constitute a waiver of required notice.

SECTION 7. Quorum and Voting.

(a) At any meeting of the Board of Directors a majority of voting directors in office shall constitute a quorum for the transaction of all business. A majority of the votes cast at a meeting of the Board, duly called and at which a quorum is present, shall be sufficient to take or authorize action upon any matter which may properly come before the meeting, unless the concurrence of a greater proportion is required for such action by law, regulations or by other provisions of these by-laws. If, at any meeting of the Board of Directors, there shall be less than a quorum present, a majority of those present may adjourn the meeting, without further notice, from time to time until a quorum shall be present.

(b) Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if consent in writing, setting forth such action, is signed by all directors entitled to vote thereon, and such written consent is filed with the minutes of proceedings of the Board. Such consent shall have the same force and effect as unanimous vote.

SECTION 8. Resignation and Removal; Vacancies.

(a) A director may resign at any time. Such resignation shall be made in writing to the Board and shall take effect at the time specified therein, or if no time be specified, at the time of its receipt by the Board. Acceptance of a resignation shall not be necessary to make it effective.

(b) Any member of the Board of Directors may be removed for cause by a majority vote of the remaining members of the Board.

SECTION 9. Reimbursement. Reimbursement shall be made to a Board member for expenses which are reimbursable under the terms of agreements or policies of the Board in effect from time to time.

SECTION 10. Committees. The Board of Directors may create such operational and advisory committees as it deems necessary to assist it in performing its functions, provided all such committees shall be advisory only. The Board shall establish the purpose, powers, duties, composition, relationships, staff support and terms of members for committees created hereunder.

ARTICLE IV OFFICERS

SECTION 1. Officers. The officers of the corporation shall be a President, Vice President, a Secretary, a Treasurer, and such other officers as the Board of Directors may from time to time designate. No two offices may be held by the same person.

SECTION 2. Election; Term

- (a) The President, Vice President, Secretary and Treasurer shall be elected by a majority of the Board of Directors from among the currently seated board. Officers shall serve for a term of one (1) year, and thereafter until their successors shall have been chosen and qualified or until their earlier death, resignation or removal. The election shall take place at the annual meeting of the Board and terms shall expire at the close of the next such meeting.
- (b) Any vacancy occurring among the officers shall be filled by majority vote of the Board of Directors.

SECTION 3. Duties and Powers.

- (a) The President shall preside over all membership and Board of Directors meetings and shall be the Chief Executive Officer of the corporation. The President shall be an ex-officio member of all committees and shall perform such duties and have such powers as these by-laws and the Board of Directors may from time to time prescribe.
- (b) The Vice President shall perform the duties of the President at any time the President is unavailable to do so and shall succeed to the office of President in the event of the death, resignation or permanent disability of the President rendering the President incapable of performing the duties of the office. The Vice President shall perform such other duties and have such other powers as these by-laws and the Board may from time to time prescribe.
- (c) The Secretary shall keep the books and records of the corporation and the minutes of all meetings of the membership, the Board of Directors and all committees, shall issue proper notices of all such meetings, shall perform all other duties which are incident to the office of Secretary and shall perform such other duties and have such other powers as these by-laws and the Board or the President may from time to time prescribe.
- (d). The Treasurer shall collect all monies due the corporation, shall have custody of the funds of the corporation, shall place such funds in such depositories as the Board of Directors may authorize, shall submit to the Board reports of the financial condition of the corporation and shall keep its financial books and records. The Treasurer shall carry out all other duties which are incident to the office of Treasurer and shall perform such other duties and have such other powers as these by-laws and the Board may from time to time prescribe. The Treasurer shall be bonded.

ARTICLE V MISCELLANEOUS PROVISIONS

SECTION 1. Books and Records. The financial and operational books and records of the corporation shall be maintained at the principal office and open for inspection by its members upon appropriate advance request during business hours at that location. The books and records shall also be open for inspection and audit by appropriate governmental agencies. The records of the corporation maintained for this purpose shall include summaries of the proceedings of all annual and special membership meetings, annual regular and special meetings of the Board of Directors, and committee meetings.

SECTION 2. Audits. The financial records of the corporation shall be audited annually by an independent accountant selected by the Board of Directors.

SECTION 3. Reports. The corporation shall promptly provide all required reports for submission to governmental authorities.

SECTION 5. Fiscal Year. The fiscal year of the corporation shall be determined by resolution of the Board of Directors.

SECTION 6. Execution of Instruments. All instruments of a contractual nature may be executed by the President and Secretary and all instruments for the withdrawal or transfer of funds by the President and Treasurer or other persons designated by the Board of Directors.

ARTICLE VI AMENDMENTS

These by-laws may be amended, repealed, or altered, in whole or in part, and additional by-laws may be adopted, by a majority vote of the Board of Directors, provided no amendment, repeal or alteration shall be effective as to a by-law adopted by the member regions without approval of such member regions.

ARTICLE VII INDEMNIFICATION

SECTION 1. Indemnification of Directors and Officers. The corporation shall indemnify and hold harmless all directors and officers of the corporation and former directors and officers of the corporation from and against claims, judgments, fines and amounts paid in settlement actually and reasonably incurred by them, including attorneys' fees and the costs of defending any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than any action by or in the right of the corporation) arising out of service as a director or officer of the corporation to the full extent permitted under the provisions of Chapter 181 of the Wisconsin Nonstock Corporations Law, or successor or amended provisions of the Wisconsin Nonstock Corporations Law.

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