

September 21, 1988

BYLAWS
FOR
FORT WAYNE REGION - SPORTS CAR CLUB OF AMERICA, INC.

Article I. Offices

The principal office of the corporation in the State of Indiana shall be located in the City of Fort Wayne, County of Allen. The corporation may have such other offices, either within or out of the State of Indiana 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 Indiana a registered office and a registered agent whose office is identical with such registered office, as required by the Indiana General Not-For-Profit Corporation Act. The registered office may be, but need not be, identical with the principal office in the State of Indiana and the address of the registered office may be changed from time to time by the Board of Directors. (Hereafter the corporation will be referred to as Region.)

Article II. Members

SECTION 1. Classes of Members. The 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 Members. Any individual interested in and capable of furthering the purposes of the Region shall be eligible for election to regular membership. Regular members in good standing are entitled to all the privileges of membership. Membership shall commence upon receipt of a completed application and payment of such annual fees as required in Article X of these bylaws.

(b) Associate Members. Any person, corporation, organization or association interested in and capable of furthering the purposes of the Region shall be eligible for election to associate membership. Family junior members are associate members. The Board of Directors may elect and re-elect such qualified persons, corporations, organizations and institutions to associate membership as it shall deem in the best interests of the Region.

SECTION 2. 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.

SECTION 3. Disciplinary Actions. Disciplinary action may be brought against any member for an infraction of Region rules or other such causes considered by the Board of Directors, to be detrimental to the best interests of the region. The charges against a member shall be presented to the Board of Directors for investigation. Upon completion of the investigation, the Board shall prepare a formal statement of the charges, a summary of the investigation and a recommendation report advising of the need for a formal hearing. Before further action is taken, the accused shall be informed, in writing, by the Secretary of the formal charges, of the action recommended by the Board, and of the time, date and location of the meeting at which the charges, summary and recommendation will be presented to the members. At this meeting, the members shall vote on the recommendation of the Board which must result in one of the following actions: (1) Agree to the recommendation; (2) reject the recommendation and propose an alternate solution; or, (3) reject the recommendation with no further action being taken. If charges are not dropped, a hearing must be held to determine final disposition of the case. If a hearing is deemed necessary by the members, it may not be held at this same meeting without consent of the accused member. Should another meeting be required, the accused shall be advised, in writing, by the Secretary of the time, date and place of the hearing. At the hearing, the formal charges, summary of the investigation and recommendation of disciplinary action to be taken shall be presented. The accused member shall be given the opportunity to rebut the charges and present evidence and witnesses in their defense. After the pertinent testimony has been presented, deliberation will be held and a course of action determined and voted on by a quorum of the membership. Expulsion requires two thirds majority for passage, other actions a simple majority.

SECTION 4. Resignation. Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments and other charges theretofore accrued and unpaid.

SECTION 5. Reinstatement. Upon written request signed by a former member and filed with the Secretary, the Board of Directors may, by the affirmative vote of a majority of the Board of Directors, reinstate such former member to membership upon such terms as the Board of Directors may deem appropriate.

SECTION 6. Transfer of Membership. An SCCA member may transfer from or to another region at the time of the next national dues payment by simply including the new region's dues with the payment and indicating a change of region of record. Midyear transfer is accomplished by paying the new region's dues for the current year.

Article III. Meetings of Members

SECTION 1. Annual Meeting. An annual meeting of the members shall be held each calendar year on a date designated by the Board of Directors, for the purpose of election of Officers and for the transaction of such other business as may come before the meeting. If the election of Officers shall not be held on the day

designated herein for any annual meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as conveniently may be.

SECTION 2. Special Meetings. Special meetings of the members may be called by the Regional Executive, the Board of Directors or not less than 25% of the members having voting rights.

SECTION 3. Place of Meeting. The Board of Directors may designate any place, either within or out of the State of Indiana, as the place of meeting for any annual meeting or any special meeting called by the Board of Directors. If all of the members shall meet at any time and place, either within or out of the State of Indiana, and consent to the holding of a meeting, such meeting shall be valid without call or notice and at such meeting any regional action may be taken.

SECTION 4. Notice of Meetings. Written notice stating the place, day and hour of any meeting of members shall be delivered, either personally or by mail, to each member entitled to vote at such meeting, not less than ten nor more than fifty days before the date of such meeting, by or at the direction of the Regional Executive, or the Secretary, or the officers or persons calling the meeting. In case of a special meeting or when required by statute or by these bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail and addressed to the member at the address as it appears on the records of the region, with postage thereon prepaid.

SECTION 5. Informal Action by Members. Any action required by law to be taken at a meeting of the members or any action which may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting forth the action so taken shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

SECTION 6. Quorum. At any meeting, one - tenth of the membership eligible to vote shall constitute a quorum. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting until further notice.

SECTION 7. Proxies. At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or by the duly authorized attorney-in-fact. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy.

SECTION 8. Manner of Acting. A majority of the votes entitled to be cast on a matter to be voted upon by the members present or represented by proxy at a meeting at which a quorum is present shall be necessary for the adaption thereof unless a greater proportion is required by law or by these bylaws.

SECTION 9. Voting by Mail. Where Directors or officers are to be elected by members or any class or classes of members, such election may be conducted by mail in such manner as the Board of Directors shall determine.

Article IV. Board of Directors.

SECTION 1. General Powers. The affairs of the Region shall be managed by its Board of Directors.

SECTION 2. Number, Tenure and Qualifications. The number of Directors shall be the elected and appointed officers. Each Director shall hold office until the next annual meeting of members and until their successor shall have been elected or appointed and qualified. (Directors must be a member of the Region but need not be a resident of the State of Indiana.)

SECTION 3. Regular Meetings. A regular annual meeting of the Board of Directors shall be held without other notice than this Bylaw, within the next calendar month of the annual meeting of members. The Board of Directors may provide by resolution the time and place, either within or out of the State of Indiana, for the holding of additional regular meetings of the Board without other notice than such resolution.

SECTION 4. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Regional Executive or any two Directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or out of the State of Indiana, as the place for holding any special meeting of the Board called by them.

SECTION 5. Notice. Notice of any special meeting of the Board of Directors shall be given at least five days previously thereto by written notice delivered personally or sent by mail or telegram to each Director at their address as shown by the records of the Region. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail with postage thereon prepaid. If notice is given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any Director may waive notice of any meeting. The attendance of any Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

SECTION 6. Quorum. A majority of the Board of Directors shall constitute a quorum for the business at any meeting of the Board but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting without further notice.

SECTION 7. Manner of Acting. The Act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by

law or by these Bylaws.

SECTION 8. Vacancy. Any vacancy occurring on the Board of Directors and any directorship may be filled by the affirmative vote of a majority of the remaining directors, though less than a quorum of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

SECTION 9. Compensation. Directors as such shall not receive any stated salaries for their services.

SECTION 10. Informal Action by Directors. Any action required by law to be taken at a meeting of directors or any action which may be taken at a meeting of directors, may be taken without a meeting if a consent in writing, setting forth the action so taken shall be signed by all the directors.

Article V. Officers

SECTION 1. Elected Officers. The elected officers of the Region shall be Regional Executive, Assistant Regional Executive, Secretary, Treasurer, Director of Competition, Director of Rally, Director of Solo and Director at Large. They shall serve one (1) year or until their successors are elected and qualified.

SECTION 2. Appointed Officers. The appointed officers of the Region serve permanent subordinate functions, shall be Editor of the Regional Publication and Public Relations Director. They shall be appointed by the elected officers of the Board of Directors and shall serve for one year, or until their successors are appointed and qualified.

SECTION 3. Resignation. Any Board member may resign their position by filing a written resignation with the Secretary. Their resignation shall be effective upon acceptance by the Board of Directors. This matter should receive the prompt attention of the Board.

SECTION 4. Removal. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgement the best interests of the Region would be served thereby, but such removal shall be without prejudice to the officer so removed.

SECTION 5. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, except Regional Executive where the Assistant Regional Executive shall continue as Regional Executive, may be filled by the Board of Directors for the unexpired portion of the term.

SECTION 6. Regional Executive. The Regional Executive shall be the principal Executive Officer of the Region and shall, in general, supervise and control all of the business and affairs of the Region. They shall preside at all meetings of the members and of the Board of Directors. The Regional Executive may sign, with the Treasurer or any other proper officer of the Region authorized by the Board of Directors, 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 or by statute to some other officer or agent of the Region; and in general they shall perform all duties incident to the office of Regional Executive and such other duties as may be prescribed by the Board of Directors from time to time.

SECTION 7. Assistant Regional Executive. In the absence of the Regional Executive or in the event of their inability or refusal to act, the Assistant Regional Executive shall perform the duties of the Regional Executive, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Regional Executive. They will perform such other duties as from time to time may be assigned to them by the Regional Executive or by the Board of Directors. The Assistant Regional Executive is also the Membership Chairman.

SECTION 8. Secretary. The Secretary shall keep the minutes of the meeting of the members of the Board of Directors in one or more books provided for that purpose; shall see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; shall be custodian of the Region records and of the seal of the Region; and shall see that the seal of the Region is affixed to all documents, the execution of which on behalf of the Region under its seal is duly authorized in accordance with the provisions of these Bylaws; shall keep a register of the post office address of each member which shall be furnished to the Secretary by each member; and in general shall perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to them by the Regional Executive or by the Board of Directors.

SECTION 9. Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of their duties in such sum and with such sureties as the Board of Directors shall determine. They shall have charge and custody of and be responsible for all funds and securities of the Region; receive and give receipts for monies due and payable to the Region from any source whatsoever and deposit all such monies in the name of the Region in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VII of these Bylaws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the Regional Executive or by the Board of Directors.

SECTION 10. Director of Competition. The Director of Competition shall be responsible for the Competition program. They may appoint committees as deemed necessary for carrying out this task. The Director of Competition shall report all business to the Board of Directors.

SECTION 11. Director of Rallies. The Director of Rallies shall be responsible for the Rally Program. They may appoint committees as deemed necessary for carrying out this task. The Director of Rallies shall report all

business to the Board of Directors.

SECTION 12. Director of Solo. The Director of Solo shall be responsible for the Solo Program. They may appoint committees as deemed necessary for carrying out this task. The Director of Solo shall report all business to the Board of Directors.

SECTION 13. Director at Large. The Director at Large shall guide the Board of Directors in the administration of the Region. They shall perform such other duties as from time to time may be assigned to him by the Regional Executive or by the Board of Directors.

SECTION 14. Editor of the Regional Publication. The Editor of the Regional Publication shall gather and publish news and articles of regional interest. The Publication shall be issued eleven months during the year informing all members of meetings and social events, dates and places. Special editions may be published at the discretion of the Editor.

SECTION 15. Public Relations Director. The Public Relations Director shall institute and direct an effective and efficient means of conducting the business and activities of the organization while communicating the most favorable and positive organizational image to the public in general.

Article VI. Committees

SECTION 1. Committees of Directors. The Board of Directors, by resolution adopted by the majority of the Directors in office, may designate and appoint one or more committees, each of which shall consist of two or more Directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the Region, except that no such committee shall have the authority of the Board of Directors in reference to amending, altering or repealing the Bylaws; electing, appointing or removing any member of any such committee or any Director or officer of the Region; amending the articles of incorporation; restating articles of incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Region; authorizing the voluntary dissolution of the Region or revoking proceedings therefore; adopting a plan for the distribution of assets of the Region; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it or them by law.

SECTION 2. Other Committees. Other committees not having and exercising the authority of the Board of Directors in the management of the Region may be appointed in such manner as may be designated by a resolution adopted by the majority of the directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the Region, and the Regional Executive shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgement the best interests of the Region shall be served by the removal.

SECTION 3. Term of Office. Each member of a committee shall continue as such until the next annual meeting of the members of the Region and until their successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member cease to qualify as a member thereof.

SECTION 4. Chairman. One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof.

SECTION 5. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

SECTION 6. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

SECTION 7. Rules. Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

Article VII. Contracts, Checks, Deposit and Funds

SECTION 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Region, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Region and such authority may be general or confined to specific instances.

SECTION 2. Checks, Drafts, etc. All checks, drafts or orders for payment of money, notes or other evidences of indebtedness issued in the name of the Region, shall be signed by such officer or officers, agent or agents of the Region and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and counter-signed by the Regional Executive or Assistant Regional Executive.

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SECTION 3. Deposits. All funds of the Region shall be deposited from time to time to the credit of the Region in such banks, trust companies or other depositories as the Board of Directors may select.

SECTION 4. Gifts. The Board of Directors may accept on behalf of the Region any contribution, gift, bequest or device for the general purposes or for any special purposes of the Region.

Article VIII. Books and Records

The Region shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at its registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the Region may be inspected by any member, or an appointed agent or attorney, for any proper purpose at any reasonable time.

Article IX. Fiscal Year

The fiscal year of the region is the calendar year.

Article X. Dues

SECTION 1. Annual Dues. Regular members' dues shall be payable annually at such times and in such amounts as the Board of Directors may from time to time establish. Associate members' dues shall be payable at such times and in such amounts as the Board of Directors may from time to time establish. In instances in which both a husband and wife are regular members of the Region, the Board of Directors may establish lower dues for one spouse. The Board of Directors may also establish lower dues for regular members who have not reached their 18th birthday.

SECTION 2. Payment of Dues. Regional dues, along with the current national dues, shall be payable to the National Office when invoiced by it.

SECTION 3. Default and Termination of Membership. Regional membership privileges will lapse when the National Office removes name from membership list.

Article XI. Personal Liability

All persons or corporations extending credit to, contracting with, or having any claim against the Region or the Board of Directors shall look only to the funds and property of the Region for the payment of any debt, damages, judgement, decree, or any other monies that may otherwise become due or payable to them from the Region or from the Board of Directors, so that neither the members of the Region, nor the Board of Directors, present or future shall be personally liable therefor.

Article XII. Seal

The Board of Directors shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the corporation and the words "Corporate Seal".

Article XIII. Waiver of Notice

Whenever any notice is required to be given under the provisions of the Indiana General Not-For-Profit Corporation Act or 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 XIV. Amendments to Bylaws

The Board of Directors of the Region or any twenty members in good standing by written petitions submitted to the Secretary may propose an amendment to the Bylaws. Upon such proposal being made, a copy thereof shall be included in the notice of the next meeting of the members, together with a ballot upon which members may vote for or against said proposal. If two thirds of the members casting ballots vote in favor of the proposal, either by ballot or in person at the meeting and the number voting is twice the requirement for a quorum, the proposed amendment shall thereby be adopted.