

**The Constitution & Bylaws
Of the
Central Illinois Region,
Sports Car Club of America, Inc.**

November 1, 1994



Constitution

Article I. Name:

This organization shall be called the Central Illinois Region, Sports Car Club of America, Incorporated, registered and incorporated in the state of Illinois as a not for profit corporation.

Article II. Purpose:

The purpose of this corporation shall be to encourage greater interest and safety in sports cars, the education and training associated with the sport, the association of its members in competitive events, and other matters relating to automobiles; to hold, sanction, and regulate competitive events for sports cars within or without our regional boundaries; to establish the rules and regulations covering all events of the Club.

Article III. Membership:

Any person interested in the objectives of the Club may apply for active membership as provided for in the by-laws. Membership shall be restricted to members of SCCA, Inc.

Article IV. Officers:

The officers and Board of Directors shall be elected as provided for in the by-laws by the paid-up members at the annual meeting for the term of one year. They shall consist of Regional Executive (President), Assistant Regional Executive (Vice President), Secretary, Treasurer, Publications Chairman, Membership Chairman, Competition & Licensing Chairman, Solo Chairman. The Past Regional Executive shall also sit on the board as an Advisory Director. Each Officer or Director except President or Secretary may hold more than one office, but shall be entitled to only one vote. Any other Director of a Committee that is deemed necessary by the board, can be placed on the ballot and that office filled. Any committee deemed no longer necessary by the board can have its Director withdrawn from the ballot.

Article V. Meetings:

There shall be an annual meeting of the Club at a time and place designated in advance by the officers and Directors. The annual meeting shall include the election of officers for the ensuing year, and any Club business. A quorum at the annual meeting shall consist of twenty-five members. Other meetings may be called at the discretion of the officers and/or directors.

Article VI. Amendments to the Constitution:

This Constitution may be changed or amended only by a petition presented by five or more members that have been unanimously approved by the officers and Directors or a petition presented by the officers and Directors and thereafter ratified and approved by a two-thirds majority of the members at the next meeting.

Article VII. Personal Liability:

All persons or corporations extending credit to, contracting with, or having any claim against the Club or its officers, members, or Directors, shall look only to the funds and property of the Club, for payment of any debt, damage, judgement, or decree, or any other money that may otherwise become due or payable to them from the club, or the officers, members, and Directors, current, past, or future, shall be personally liable therefore except as provided in the Illinois' "General Not For Profit Corporation Act".

Bylaws

Article I. Purpose:

The purpose of the corporation as stated in its certificate of incorporation are: The promotion, education, safety, and training of sports car drivers and sports car race drivers, and fostering events to promote safe sports car driving and racing.

This corporation will meet any and all qualifications as set forth by the Sports Car Club of America, our national organization and sanctioning body.

This corporation will not, in any sense, function as a Labor Union, nor will it engage in any collective bargaining for its members.

The corporation also has such powers as are now, or may hereafter be granted by the "General Not For Profit Corporation Act of the State of Illinois".

Article II. Offices:

The corporation shall have and continuously maintain in the State, a registered office and a registered agent, whose office is identical with such registered office, and may have other offices within or without the State of Illinois as the Board of Directors may from time to time determine.

Article III. Members:

Section 1. Qualifications. All member must be paid-up members of SCCA, Inc., our national organization.

Section 2. Annual Memberships Available. Regular Membership: this is a membership for one person. It entitles this person, over the age of 18, to be eligible for all benefits, licenses, and privileges such as the national organization affords, and gives that person one vote in regional, local matters.

Spouses are eligible for membership at a reduced membership rate. The spouse must be the legal spouse of the member. They are entitled to all privileges except only one publication is sent per household.

Junior memberships are available to persons under the age of 18. They are entitled to only certain privileges, as provided by SCCA, Inc. Regional voting status is granted to those members above the age of 16. Again, only one publication per household.

Family memberships are for husband, wife, and all minor children under the age of 18. Benefits are as outlined above.

Associate (Dual Region) memberships are available to SCCA members whose Region of Record is not Central Illinois Region, but wish to be associated with CIR. These members are entitled to all Regional Privileges. Regional Membership fees will be established and published in the newsletter.

Article IV. Meetings of Members:

Section 1. Annual Meeting. An annual meeting of the members shall be held between the dates of Nov. 15 to Dec. 15 for the purpose of electing officers, and for the transaction of such other business as may come before the meeting. If the election of officers is not 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 called as soon thereafter as conveniently may be.

Section 2. General Membership Meetings. General meetings of the membership, usually held on a monthly basis, for the purpose of transaction of any general corporate business, and for any social, informative, or instructional reason, are to be called by the Board of Directors.

Section 3. Special Meetings. Special meetings of the membership may be called either by the Regional Executive, the Board of Directors, or not less than one tenth of the members holding voting rights for the purpose of transacting business of the corporation.

Section 4. Meetings of the Board of Directors. Meetings of the Board of Directors may be called, from time to time, to transact any corporate business, and can be called by the Board of Directors.

Section 5. Meeting Places. The R.E or Board of Directors may designate any place either within or without the state of Illinois as the place of meeting for any meeting called by them.

Section 6. Notice of Meeting. Written or printed notice stating the place, day, and hour of any meeting of members shall be delivered, either personally, by U.S. Mail, or by other electronic means to each member entitled to vote at such meeting, not less than three, nor more than sixty days prior to the date of such meeting by or at the direction of the President, or the officers calling the meeting. In case of a special meeting or when required by statute or these by-laws, the purpose for which the meeting is called shall be stated in the notice. If mailed, the notice shall be deemed delivered when deposited in the United States Mail, addressed to the regular member at the address as it appears in the records of the corporation, with postage thereon pre-paid.

Section 7. Quorum. The members holding ten percent of the votes which may be cast at any special meeting shall constitute a quorum at such meeting. If a quorum is not present, a majority of the members present may adjourn that meeting.

Section 8. Proxies. At any meeting of members, a member entitled to vote may vote either in person or by proxy executed in writing by the member, or his 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.

Article V. Board of Directors:

Section 1. General Powers. The affairs of the corporation shall be managed by its Board of Directors.

Section 2. Number, Tenure, and Qualifications. The number of directors shall be determined from time to time prior to the election of officers. Each director shall hold office until his successors shall have been elected and qualified. The immediate past Regional Executive shall be a director of the

Region. No one who is not a regular member, in good standing with the region, shall be eligible to become a director.

Section 3. Regular Meeting. A regular annual meeting of the Board of Directors shall be held without other notice than this by-law, immediately after, but prior to any general membership meeting for the express purpose to set the general agenda for the coming term of office. The Board of Directors may provide by resolution the time and place, either within or without the State of Illinois 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 president or any two directors. The person or persons authorized to call special meetings of the board may fix any place, either within or without the State of Illinois, 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 two day previously thereto by written notice delivered personally, sent by mail, or by any electronic means to each director at his address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with any postage thereon prepaid. Any director may waive notice of any meeting. The attendance of a 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 by such meeting, unless specifically required by law or by these by-laws.

Section 6. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the board, provided, that if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 7. Manner of Acting. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except where otherwise provided by law or by these by-laws.

Section 8. Vacancies. Any vacancy occurring in the Board of Directors or any directorship to be filled by reason of an increase in the number of directors, shall be filled by 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 shall receive no financial compensation whatsoever for their services to the Region. Out of pocket expense incurred by a director in connection with specific affairs or events of

the Region may be repaid by the Region at the discretion of the Board of Directors.

Article VI. Officers:

Section 1. Officers. The officers of the corporation shall be a President who shall be known as the Regional Executive, a Vice President who shall be known as the Assistant Regional Executive, a Treasurer, a Secretary, and such other officers as may be elected in accordance with the provisions of this article. The duly elected officers as elected at the annual meeting plus the Past Regional Executive shall constitute the Board of Directors. The Board of Directors may elect or appoint such other officers as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary.

Section 2. Election and Term of Office. The officers of the corporation shall be elected and announced annually at the regular annual meeting. A slate of officers vying for office is to be decided no later than the October meeting. Ballots will then be mailed to each member in good standing prior to the annual meeting. Ballots may be either mailed to the Secretary, or brought in person to the meeting. Nominations will then be accepted from the floor at the annual meeting prior to the collection of ballots. The ballots are to be counted by two members not in the running for an office. A quorum will be the simple majority of the votes cast. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and shall have been qualified.

Section 3. Removal. Any officer or agent 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 corporation would be served thereby.

Section 4. 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 5. Regional Executive. The Regional Executive, or President, shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. He shall preside at all meetings of the members and of the Board of Directors. He may sign, with the secretary or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bond, contracts, or other instruments which the Board of Directors have authorized to be executed, except in such cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these by-laws or by statute to some other officer or agent of the corporation; 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.

Section 6. Assistant Regional Executive. In the absence of the president or in the event of his inability or refusal to act, the Assistant Regional Executive, or vice president, shall 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. The vice president shall perform other such duties as from time to time may be assigned to him by the president or by the Board of Directors.

Section 7. Treasurer. The treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VIII of the by-laws; and in general perform all the duties incident to the office of the treasurer and such other duties as from time to time may be assigned to him by the president or by the Board of Directors.

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

Article VII. Committees:

Section 1. Committees. There shall be six standing committees as follows: Competition & Licensing, Solo, Rally, Social, Membership, and Publications.

Each standing committee shall consist of the Board of Directors. The Chairman of each committee shall be elected by the members at the annual election of officers in accordance with the provisions of Article VI, Section 2. Other Region members may be duly nominated and elected to the various committees.

Section 2. Responsibilities of Committee Chairman.

Competition & Licensing Committee. The Competition & Licensing Chairman shall be charged with the development and assistance to, Club Racing drivers and their licensing. This chairman shall also be the local contact for Club Racing scheduling, points, information, etc. for Region members.

Solo Committee. The Solo Chairman shall be charged with the development, preparation, and organization of Solo events within the Region.

Rally Committee. The Rally Chairman shall be charged with the development, preparation, and organization of trials, tours, and rallies for the members.

Social Committee. The Social Chairman shall be responsible for the providing of facilities for housing, feeding, and entertaining of members at any event held by the Region.

Membership Committee. The Membership Chairman shall receive all applications and dues for membership in the Region. The Membership Chairman is to actively promote membership in the Club, and is to increase the membership rolls.

Publications Committee. The Publications Chairman shall be responsible for the Region's newsletter and for such newspaper, radio or television publicity as shall be necessary or appropriate, and any other publicity as directed by the Regional Executive.

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

Section 4. Vacancies. Vacancies in the membership of any committee chairman may be filled by appointments made and approved by the Board of Directors.

Section 5. 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 the majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Article VIII. Contracts, Checks, Deposits and Funds:

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents, or the corporation in addition to the officers so authorized by these by-laws, to enter any contract or execute and deliver any instrument in the name of and on behalf of the corporation and such authority may be general or confined to the specific instance.

Section 2. Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by the Treasurer, or by the Regional Executive or the Acting Regional Executive.

Section 3. Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation 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 corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the corporation.

Article IX. Books and Records:

The corporation 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 the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member, or his agent or attorney for any proper purpose at any reasonable time.

Article XI. Fiscal Year:

The fiscal year of the corporation shall begin on the sixteenth day of December and end on the fifteenth day of December in each year.

Article XII. Dues:

Section 1. Annual Dues. The Board of Directors may determine from time to time the amount of annual dues payable to the corporation by members of each Classification of membership.

Section 2. Payment of Dues. Dues shall be payable on the anniversary date of membership. Dues are payable through, and collected by SCCA, Inc., the national organization, with the exception of dual region members with Central Illinois Region not as their Region of Record. Dual Region members with a Region of Record of some other Region will be billed by the Treasurer.

Article XIII. 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, Illinois".

Article XIV. Waiver of Notice:

Whenever any notice whatever is required to be given under the provision of the General Not For Profit Corporation Act of Illinois or under the provisions of the articles of incorporation or the by-laws of the corporation, 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. Amendments to Bylaws:

These by-laws may be altered, amended or repealed and new by-laws may be adopted by a majority of the directors present at any regular meeting or at any special meeting, provided that at least two days' written notice is given of intention to alter, amend or repeal or to adopt new by-laws at such meeting.

Submitted to the Board of Directors of Central Illinois Region, Sports Car Club of America, Incorporated this twenty second day of September, 1994.

Submitted to the General Membership of Central Illinois Region, this first day of November, 1994.