

GLEN REGION SPORTS CAR CLUB OF AMERICA, INC.

BYLAWS

ARTICLE I

Name, Purpose, Emblem and Seal

Section 1 - Name: The name of the Corporation shall be the Glen Region, Sports Car Club of America, Inc. (hereinafter referred to as the "Glen Region" or the "Club").

Section 2 - Purposes: The nature of the activities to be conducted and the purposes to be promoted and carried out are as follows:

(a) To promote interest in sports cars and other fine automobiles and to encourage their safe and skillful operation, by developing, arranging and regulating closed circuit road racing, solo, rallying and other forms of automotive competition, by dissemination of information through Club publications, website, social media, and through related social and recreation activities for the instruction and enjoyment of its members.

(b) The Glen Region shall be a civic league within the meaning of Section 501(c)(4) of the Internal Revenue Code of 1954, as amended, the purposes of which shall be exclusively for the promotion of the social welfare and education of the community, primarily through the promotion of national and international amateur sports competition through the promotion of an interest in the ownership and operation of sports cars, the participation in and conduct of competitive events, education, and cooperation with similar groups in the United States and foreign countries, thereby furthering the common good, general welfare, and education of people in the community.

Section 3 - Emblem: The basic design of the Club's emblem shall be a shield with the name of the Club and including the emblem of the Sports Car Club of America, Inc.

Section 4 - Seal: The Club's corporate seal shall be circular in form and inscribed with the name of the Club, the year of its incorporation, and the words "New York".

Section 5 - Affiliation: The Club is a duly constituted Region of the Sports Car Club of America, Inc. (hereinafter "SCCA, Inc.").

Section 6 - Organization: The Club is a not-for-profit corporation, incorporated pursuant to the New York State Not-For-Profit Corporation Law.

ARTICLE II

Membership

Section 1 - Original Members: All members of the Sports Car Club of America, Inc., as of December 31, 1956 and residing within the Glen Region of the Sports Car Club of America, Inc., shall constitute the original membership of the Club.

Section 2 - Other Members: Requirements for joining the Glen Region are: (1) completion and submittal of a membership form; and (2) payment of such dues and fees as may be required. Such acts shall constitute election to membership.

Section 3 - Classes of Members: The Club shall have two (2) classes of members: Regular and Associate. The designation and qualifications of the members of such classes shall be as follows:

(a) Regular Members: Any individual person interested in and capable of furthering the purposes of the Club shall be eligible for application to regular membership. Except as otherwise provided herein, a regular member in good standing is entitled to all the privileges of membership including the rights to vote and hold office. The subcategories of Regular Members are to be concurrent with the National SCCA Membership types for the operating period of that membership type. Examples as follows:

(i) Individual Member: Shall be able to compete and participate in all SCCA events under the applicable SCCA rules and regulations. Shall be able to hold Competition and Volunteer licenses. Shall be able to vote in elections and serve on committees.

(ii) Life Member: (a) A person who has previously paid dues for life as then provided in SCCA, Inc.'s former life membership provisions which existed prior to the 1956 Bylaws or otherwise by reason of any subsequent SCCA, Inc. program or plan. or (b) A person granted Life Member status by SCCA, Inc. as an award for having served as an Officer or Director of SCCA, Inc. A life member is a Regular Member.

(iii) Spouse Member: A spouse of a member. Includes all Individual/Regular membership benefits.

(iv) First Gear/Junior Member: A person who is twenty-four (24) years of age and under. All such members shall have the right to hold a worker license and may hold a competition license under the applicable SCCA rules and regulations. First Gear/Junior Members include all Individual/Regular membership benefits.

(v) Family Membership: For a husband, wife and all children under age 21. Spouses and children include all Individual/Regular membership benefits.

(vi) Military Discount: For active United States Military service personnel. After joining as an Individual/Regular Member, a rebate amount on National Dues is available as per the national program that is in place at the time of joining SCCA.

(vii) Weekend Member: Shall be able to compete under the applicable SCCA rules and regulations. Shall not be eligible for office or serve on committees. This membership is time limited per the national program that is in place at the time of joining SCCA.

(viii) Dual Member: A person who is a member of SCCA, Inc. and of a Region ("Region of Record") other than the Glen Region. All such persons shall have full membership privileges of the Club; but shall not have the right to hold office.

(ix) Honorary Member: Any person so elected to this membership status (e.g.: Regional Life Member). All such members shall have full membership privileges of the Club; but shall not have the right to vote or hold office.

(b) Associate Members: Any person, corporation, organization or association interested in and capable of furthering the purposes of the Club shall be eligible for election to Associate membership. An Associate member need not be a member of any other Region, but shall not have the right to vote or hold office.

Section 4 - Election to Membership:

(a) Members: Any person eligible for membership may apply for such membership according to procedures established by the Club's Board of Directors. Upon submittal of the membership application and payment of the applicable membership dues, such person shall be deemed automatically accepted and elected to membership. A person accepted for membership shall also become a member of the SCCA, Inc. Once admitted, such person shall there upon become a member of the SCCA, Inc. and of the Glen Region, and shall become entitled to the privileges of membership subject to the provisions of this Article. Regular members of the Club must continue to hold membership in the SCCA, Inc.

(b) 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 Club. An associate member need not be a member of the SCCA, Inc.

Section 5 - Dues: Membership shall coincide with the anniversary date established by SCCA, Inc. 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 Club, the Board of Directors may establish lower dues for one spouse. The Board of Directors may also establish lower dues for members who have not reached their 21st birthday. Regular members, who have previously paid National dues for life as so provided in the former (or current) life membership program of SCCA, Inc. Bylaw provisions, shall be required to pay annual Glen Region dues to participate in the Club's affairs. No refund of dues shall be made under any circumstances.

Section 6 - Fees: Fees may be established/approved from time-to-time by the Board of Directors for participation in events, and for use of facilities in connection with events.

Section 7 - Termination and Suspension:

(a) A member may resign by letter addressed to the Secretary of the Club. His or her resignation shall be effective upon receipt thereof; but such resignation shall not relieve the member of the obligation to pay any dues, assessments or other charges therefore levied, accrued or unpaid.

(b) Membership shall automatically lapse for non-payment of dues. A member whose membership has lapsed shall not be considered a member in good standing, and shall not be entitled to vote or hold office until such time as s/he has paid all arrearages.

(c) Associate membership(s) shall automatically terminate one year from the initial start date of the membership.

(d) The membership of any member whose membership has lapsed for non-payment of dues, or is indebted to the SCCA, Inc., the Club or any other Region, and delinquent for more than the time period allowed by SCCA Inc., shall automatically terminate, and such member shall thereupon forfeit all dues and fees already paid; and shall be automatically deemed terminated and discharged from membership without further act.

(e) The Board of Directors may suspend a member at any time for infraction of any Club rule or for any other cause if the Board of Directors shall deem such action to be in the best interests of the Club, provided that such body will afford the member a reasonable opportunity to be heard by it or by a committee appointed by it, in person or through a

representative, prior to taking any such action, unless it deems it imperative to suspend such member before a hearing can be had. The suspending body shall immediately notify a member so suspended, in writing by certified mail, return receipt requested (addressed to the address listed on the SCCA Inc. National Membership database), of the suspension. The suspended member shall thereafter be entitled to a reasonable opportunity to be heard, in person or through a representative, by the Board of Directors or a committee appointed by it concerning his or her suspension. The Board of Directors may thereafter continue for a definite term, or terminate or rescind the suspension, or expel the member, and its decision shall be final. Notwithstanding the above, if the Board of Directors is the original suspending body, and a hearing is held prior to the taking of any action, then the Board of Directors may suspend for a definite term or expel the member without affording him or her a second opportunity to be heard.

(f) Membership of a regular member shall automatically terminate if s/he ceases to be a member in good standing of the Glen Region, or of the SCCA, Inc., unless s/he has been exempted from such requirement pursuant to Section 3 of this Article.

Section 8 - 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, reinstate such former member to membership upon such terms as the Board of Directors may deem appropriate.

ARTICLE III

Meetings of the Members and Voting Rights:

Section 1 - Annual Meeting: The Annual Meeting of the Club shall be held each calendar year on a date between the tenth (10th) day and the thirtieth (30th) day of November designated by the Board of Directors for the purpose of election of Officers and Directors, presenting the reports of Officers, Committees (including Budget and Finance) and Boards, and such other business as may lawfully come before the meeting. The time of the Annual Meeting shall be 7:00 p.m. The place of the Annual Meeting, which shall be held within the Counties of either Schuyler, Chemung, Steuben or Yates, the State of New York, shall be established by the Board of Directors.

Section 2 - Special Meetings: Special meetings of the Club may be called at any time by the Board of Directors on its own motion, and must be called by the Board of Directors on written petition of a least six (6) percent of the total regular members of the Club entitled to vote. The basis upon which the six (6) percent shall be calculated shall be the

total Club membership count as of the previous month preceding the petition. Such meetings shall be held at such times and places, within the State of New York, as the Board of Directors shall determine.

Section 3 - Notice: A written notice of each Annual and Special Meeting stating the place, hour, date and purpose thereof shall be mailed by the Secretary of the Club to every member not less than fourteen (14) nor more than forty-five (45) calendar days before such meeting. No action shall be taken at any Annual or Special Meeting of the members unless the intention to consider the subject matter has been set forth in the notice of the meeting or as considered necessary by the Board of Directors. The notice of meeting shall be deemed to be delivered when deposited in a receptacle so provided by the U.S. Postal Service, and addressed to the member at his or her address as it appears in the records of the Club, and with postage thereon prepaid.

Section 4 - Voting: Each Regular member shall have one vote on each and every matter submitted to a vote of the members. Associate members and Honorary members shall have no voting rights.

Section 5 - Quorum: The members holding ten (10) percent of the votes (including proxies as provided in Sec. 6), which may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present, despite the absence of a quorum, may adjourn the meeting from time-to-time without further notice.

Section 6 - Proxies: At any meeting of members, a member entitled to vote may vote by proxy (as provided herein) executed in writing by the member or by his or her duly authorized attorney-in-fact. No proxy shall be valid after thirty (30) days from the date of its execution, unless otherwise provided in the proxy.

Sample Proxy for Members' Meeting:

PROXY

Know all men by these present, that I,
_____ residing at No. _____
Street, City of _____, County of _____ State of _____,
being a member of the Glen Region Sports Car Club
of America, Inc., do hereby constitute and appoint
_____ of No. _____ Street, City of _____,
County of _____, State of _____, as my
proxy to attend all the meetings of the members of said
corporation or any continuation or adjournment thereof, with
full power to vote and act for me and in my name, place and

stead, in the same manner; to the same extent and with the same effect that I might were I personally present thereat, giving to said _____ full powers, and I hereby revoke any other proxy heretofore given by me.

This proxy shall be automatically revoked, terminated, and annulled thirty (30) days after the date appearing below.

Dated: _____, _____, _____, 20 _____
(month) (state) (day)

Signature
Member No. _____

Section 7 - Manner of Acting: A simple 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 by person or proxy shall be necessary for the adoption thereof, unless a greater proportion is required by law or by these Bylaws.

Section 8 - Elections and Voting by Mail: Directors and Officers are to be elected by mail ballot in the manner as provided herein. The Secretary shall have prepared a final ballot to be mailed to each Regular member in good standing and entitled to vote, no more than 45 days and no less than 14 days prior to the Annual Meeting. The ballot shall clearly state the offices and directorships to be filled and the names of the candidates who have been nominated by either the Nominating Committee or by qualified petition.

(a) Voting for more than one nominee for any office or directorship or for more than the number of directors to be filled will invalidate the ballot.

(b) All voting shall be by official ballot and all ballots must be delivered to the Secretary. The official ballot may be returned by hand or by U.S. mail, but delivery to the Secretary shall be not less than 15 minutes before the start of the Annual Meeting.

(c) Each ballot shall be enclosed in a sealed transfer envelope provided by the Club, with a place thereon for the member's membership number, signature, and printed name, and have a printed statement on the face of it stating that an official ballot(s) is enclosed, and it shall be signed by each member casting the ballot. Two (2) or more ballots may be enclosed in a single sealed transfer envelope, provided such envelope is signed (and name printed) by each member so voting.

(d) The Secretary shall receive all sealed envelopes containing the official ballot(s) and certify each, with regard to membership in good standing, by making an appropriate mark on the outside of the envelope. All of the unopened envelopes shall then be transmitted to the

Elections Committee, in accordance with Article VI, Section 4.

(e) The Elections Committee, at and during the Annual Meeting, shall open all certified and sealed envelopes, immediately separating all signed envelopes from the ballots, so that no identification of ballots is possible. All envelopes not certified by the Secretary will be retained for thirty (30) days, pending any challenge, and if no challenge, they shall be unopened and destroyed. The ballots improperly marked or otherwise unintelligible shall be declared invalid by the Elections Committee. All ballots, counted or not, will be retained by the Secretary for thirty (30) days, pending any challenge, and if no challenge, they shall be destroyed. The candidates receiving the highest number of votes for each office shall be declared elected.

(f) In case of a tie, the Secretary shall prepare a run-off ballot for the office(s) involved. It shall be mailed to the membership within five (5) days after the Annual Meeting and shall be returned to the Secretary no later than fifteen (15) days after the ballot date. The election process established in Subd. (e) above shall be followed as much as is practicable. Successive ties shall be handled by the same method.

Section 9 - General Social Meetings: A regular social meeting of the Glen Region may be held when appropriate and possible and shall be known as a "Socializer". Such meetings may be held at such time and place as the Activities Director shall designate. Notice of such meetings shall be published periodically in the Club's newsletter, website or otherwise. The Club's Board of Directors and Officers are expected, whenever possible, to attend these Socializers. If in attendance, an Officer of the Club shall act as the Chairperson; otherwise the Activities Director shall function in the capacity of Chairperson. Members are encouraged to attend such regular meetings for the objective of liaison with the Club's Board of Directors and Officers. No quorum is required for such regular social meetings. Members may take advisory votes on various matters of general interest to the membership, by voice vote or show of hands, but such advisory voting shall not be binding on the Board of Directors or Officers. The Officers and Committee Chairpersons may give informal reports, as they see fit, as to Club's operations, and may informally poll the members present concerning any matter of Club business to determine the sense of the body; but no such poll or vote shall be binding on the Board of Directors or Officers.

ARTICLE IV

Board of Directors:

Section 1 - Jurisdiction: The affairs and property of the Club shall be managed by a Board of Directors consisting of no fewer than nine (9) and no more than thirteen (13) Regular members of the Club elected in the manner set forth below. All powers and authority of the Club are vested in the Board of Directors.

Section 2 - Term: Except as otherwise provided in Article V, Section 1, the normal term for Directors shall be two (2) years, and will commence on January 1st following their election and shall terminate on the second succeeding January 1st thereafter. No person shall serve more than two (2) consecutive terms as a Director.

Section 3 - Board Composition: The Officers named in Article V, Section 1, together with the last most recent Regional Executive willing to serve as Senior Advisor, plus at least four (4) Regular members to be elected, shall constitute the Club's Board of Directors. The Board of Directors is hereby authorized to increase the number of such Directors from nine (9) to eleven (11) or more, but not more than thirteen (13).

Section 4 - Quorum: A majority of the Directors then in office shall constitute a quorum, and this body may act in any manner within its competence by vote of a majority of the Directors present while a quorum is present. There shall be no voting or presence by proxy. Each Director, and the Senior Advisor (former "R/E"), shall be entitled to one (1) vote.

Section 5 - Removal of Director: The Board of Directors may, at any regular or special meeting of the Board of Directors, by the affirmative vote of at least two-thirds (2/3) of those directors voting, remove a Director from office on the basis of physical or mental incapacity or otherwise to fail to fulfill obligations as Director to serve, provided written notice of the proposed action is sent to all Directors at least thirty (30) days before the meeting. The Director whose directorship is in question shall be given an opportunity to be heard at such meeting, but shall have no vote on the question.

Section 6 - Vacancies: Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors. A Director so elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office. The filling of an unexpired term shall not be counted in the two (2) term limit of Art. IV, Sec. 2.

Section 7 - Compensation: Directors, as such, shall not receive any salaries for their services as Directors.

Section 8 - 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 of the Directors.

Section 9 - Annual Report of Directors: In accordance with N-PCL Sec. 519:

(a) The Board shall present at the Annual Meeting of members a report, verified by the Regional Executive and Treasurer or by a majority of the Directors, or certified by an independent public or certified public accountant or a firm of such accounts selected by the Board, showing in appropriate detail the following:

(i) The assets and liabilities, including the trust funds, of the Club as of the end of a twelve (12) month fiscal period terminating not more than six (6) months prior to said meeting;

(ii) The principal changes in assets and liabilities, including trust funds, during said fiscal period;

(iii) The revenue or receipts of the Club, both unrestricted and restricted to particular purposes during said fiscal period;

(iv) The expenses or disbursements of the Club, for both general and restricted purposes, during said fiscal period;

(v) The number of members of the corporation as of the date of the report, together with a statement of increase or decrease in such number during said fiscal period, and a statement of the place where the names and places of residence of the current members may be found;

(b) The annual report of Directors shall be filed with the records of the Club, and either a copy or an abstract thereof entered in the minutes of the proceedings of the Annual Meeting of members.

Section 10 - Recall of Elected Officials: Any elected officer or director may be recalled by a majority vote of the members present and voting at any meeting where the membership has been duly notified that a properly executed recall petition has been received by the Secretary. A recall petition signed by ten (10%) percent of the membership shall be due cause for a recall ballot.

ARTICLE V

Officers, Terms and Duties:

Section 1 - Terms: The term of office of the Art. V Officers shall normally be one (1) year; but each shall serve until the end of the calendar year next following his or her election, or until their successors are elected and qualified.

Section 2 - Regional Executive (President): This officer directs the overall operation and administration of the Club under the direction of the Board of Directors. The Regional Executive (hereinafter "R/E") shall preside at all meetings of the members of the Club and of the Board of Directors and shall have the powers and perform the duties usually appertaining to this office. The R/E shall be an ex officio non-voting member of all boards and committees appointed by the Board of Directors, except the Nominating Committee. S/he shall be the Chief Executive Officer of the Club. The R/E shall also be the regional administrator of the Sports Car Club of America, Inc., with such duties as appertain to this office. The R/E shall submit to the Board of Directors for its approval his/her recommendations for all regional administrative appointments.

Section 3 - Assistant Regional Executive (Vice President): The Assistant Regional Executive (hereinafter "Ass't. R/E") shall perform the duties of the R/E during his or her absence or inability to act, and shall have such powers and duties as the Board of Directors may determine.

Section 4 - Secretary: The Secretary shall attend all meetings of the members of the Club and of the Board of Directors, and shall record all minutes and votes in a book kept for such purposes. Such minutes and votes shall be available for review by any Regular member upon request. He/she shall keep an up-to-date roll of all members (as provided by the Membership Chairperson) of the Club indicating the class and category of each membership. He/she shall give all notices of meetings to the members of the Club and perform all duties incident to his/her office as required by law, these Bylaws and/or the Board of Directors. He/she shall have custody of the corporate Seal and the records of the Club. In the absence of the Secretary from any such meeting, a Secretary pro tempore shall be chosen by the presiding officer.

Section 5 - Treasurer: The Treasurer shall, subject to such conditions and restrictions as may be determined by the Board of Directors, have custody of all monies, debts, obligations and securities belonging to the Club. He/she shall receive all monies of the Club and shall promptly deposit the same to the credit of the Club in a bank or banks so designated by the Board of Directors for that purpose. Except as may be otherwise authorized by the Board of Directors, he/she shall make payments of all Club debts only with checks or drafts drawn on such account(s), or from

petty cash when so authorized. All checks, drafts, notes and other orders for payment of money shall be signed in the name of the Club by the Treasurer. The Treasurer shall furnish a surety bond, at the expense of the Club, in such amount and with such sureties as the Board shall from time to time require. The Treasurer shall submit to the Board of Directors, at the end of each fiscal year, a written report of all his/her receipts, disbursements and balance for such fiscal year-end. If so requested by the Board of Directors, the Treasurer shall submit similar financial reports at any other time. The Treasurer, in cooperation with the Budget and Finance Committee, shall prepare each year for submission to the Board of Directors a budget, including anticipated income and expenditures for the fiscal year. Upon approval of the fiscal year budget, no further authorization for the expenditure of monies is required - provided the item is within the budget. The Treasurer shall submit his/her records to the Board of Directors for audit by the Board or other agency designated by the Board at the end of each fiscal year, at the termination of his/her incumbency of office, and at any other time as the Board may require. The Board of Directors may establish a policy of compensating the Treasurer in such reasonable amount as it may determine. A majority of the Board of Directors may appoint an Assistant Treasurer to act in the absence or incapacity of the Treasurer.

Section 6 - Activities Director: The Activities Director shall be responsible for the conduct of all non-speed events, social events, etc., and shall perform such other duties as may be determined or delegated by the Board of Directors.

Section 7 - 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 8 - Records and Property of the Club: In the event of suspension or the termination of membership, or at the expiration of office of any Officer or Director of the Club, all property belonging to the Club shall promptly be turned over to any Board member; except, after proper accounting with the Board of Directors, the Treasurer shall turn over all records, monies and other properties of the Club in his/her possession to his/her qualified successor in office.

ARTICLE VI

Administration:

Section 1 - Board of Directors: Consistent with the Certificate of Incorporation, and these Bylaws, the Board of Directors shall

establish the policies of the Club and shall oversee and direct the implementation and execution of such policies and the administration of the affairs of the Club by the Officers, standing committees, boards, and such other committee administrators, coordinators or representatives as it determines to appoint and authorize.

Section 2 - Contracts, Checks, Deposits and Funds:

(a) Contracts: The Board of Directors may authorize any Officer or officers, agent or agents of the Club, 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 Glen Region, and such authority may be general or confined to specific instances.

(b) Checks, Drafts, etc.: All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Glen Region, shall be signed by such Officer or officers, agent or agents of the corporation 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.

(c) Deposits: All funds of the Glen Region shall be deposited from time to time to the credit of the Club in such banks, trust companies or other depositories as the Board of Directors may select.

(d) Minimum Cash Balance: At the beginning of the fiscal year the Board of Directors shall establish at its first meeting the minimum cash balance reserve and a petty cash fund to be kept on hand during the fiscal year.

(e) Gifts: The Board of Directors may accept on behalf of the Club any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Glen Region.

Section 3 - Appointment of Committees: Unless otherwise provided, the Board of Directors shall appoint, terminate, remove, or reconstitute the members of the Special Committees listed in Section 4, and such other committees, boards, and officers (including but not limited to coordinators, administrators, or special representatives) as shall be necessary to regulate the activities of the Club and to advise and assist the Board of Directors concerning the affairs of the Club, and shall appoint the Chairpersons thereof. The jurisdiction and procedures of such committees may be established by the Board of Directors, which may also specify the tenure of committee members beyond the next annual meeting, and may also establish special rules for the determination of quorums and voting for all such committees. 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, her or him by law.

Section 4 - Special Committees:

(a) Nominating Committee: A Nominating Committee shall be appointed by the Board of Directors 90 days prior to the Annual Meeting. The Committee shall consist of three (3) to five (5) members, one serving as the chairperson. None of the members shall hold a current office on the region's board; any seeking an office in the upcoming election shall resign from the committee. The committee shall complete a draft ballot 60 days prior to the Annual Meeting. The draft ballot will identify the nominees for each office and will be available to the General Membership affording them the opportunity to add candidates by petition. Additional nominations may be made by a written petition signed by any twenty (20) members in good standing, and with the consent of the nominee, to be submitted to the committee in writing within a 10 day period of the draft ballot being made available to the General Membership. Supplied with the candidates from the Nominating Committee's draft ballot, the Secretary shall create and submit a proposed ballot of the nominated candidates to the Nominating Committee within forty-five (45) days of the Annual Meeting. The Nominating Committee shall review and approve the proposed ballot making it final. The final ballot shall provide the option of write-in candidates for each office if the voter so desires. The final ballot will be returned to the Secretary for printing and circulation to the General Membership, according the terms of Article III.

(b) Elections Committee: The Regional Executive shall appoint at the Annual Meeting an Elections Committee consisting of three (3) members in good standing, one of whom shall be designated as Chairperson. It shall be the duty of the Elections Committee to supervise and count the ballots and certify the results of the election at the Annual Meeting. In accordance with Article III, Section 6 of these Bylaws, the Elections Committee shall serve until any tie has been resolved.

(c) Membership Committee: The Board of Directors will appoint the Chairperson of the Membership Committee. The Chairperson shall submit other candidates for this Committee to the Board of Directors for approval (if so requested by the Board). The Membership Committee shall be responsible for administering membership records, and not less than quarterly, furnish a list/digital file/link of the members to the Secretary.

(d) Region Club Racing Board: The Club Racing Board (hereinafter referred to as the "CRB") establishes rules, procedures and standards for the scheduling, organization, and conduct of SCCA sanctioned Club Racing events in accordance with the current SCCA

General Competition Rules (GCR). The membership of this board shall be annually appointed by the Board of Directors. The CRB shall consist of a Chairperson, and not less than two (2) and not more than five (5) members. The CRB membership should be representative of Club Race-related categories (drivers, race administration, specialties, financial, etc). At least one (1) member of this Board shall hold a current Full Competition license; but such person shall not be the Chairperson. Members shall serve three years subject to annual appointment by the Board of Directors. The Board of Directors shall also appoint a Director to liaison with the CRB. The CRB members shall serve in an advisory capacity to the CRB Chairperson in matters of race dates, event schedules, supplementary regulations, fee structures and related processes. The CRB Chairperson shall be responsible for the final documents and processes required to provide sanctioned Club Race events and any other duties determined by the Board of Directors.

(e) Rally Board: If the region will be conducting rallies, the membership of the Rally Board shall be appointed annually by the Board of Directors and shall consist of up to but not more than five (5) members, including the Rally Board Chairperson. The Rally Board shall be responsible for the Rally Program of the Glen Region.

(f) Solo Board: The membership of the Solo Board shall be appointed annually by the Board of Directors and shall consist of up to but not more than five (5) members, including the Solo Board Chairperson. In addition the Solo Board may include the last most recent Solo Board Chairperson willing to serve as Advisor. The Solo Board shall be responsible for the Solo and Rallycross programs of the Glen Region.

(h) Activities Committee: If required, this committee appointed by the Board of Directors, shall be chaired by the Activities Director. Other members shall be the Chairpersons of the Club Racing Board, Rally Board, and Solo Board. They shall submit to the Board of Directors no later than March 1st a proposed schedule of events for the year.

(i) Budget and Finance Committee: The membership of the Budget and Finance Committee shall be appointed annually by the Board of Directors and shall consist of up to but not more than five (5) members, one of whom shall be a Board of Directors member (preferably the Treasurer), for the purpose of preparing a draft of the following year's budget, review the past year's budget and advise the Board of Directors as to any financial matters pertaining to the Club.

(j) Property Committee: If the Committee is deemed needed, the Board of Directors shall appoint one of its members Chairperson

of this committee. The Chairperson shall recommend to the Board of Directors candidates for additional members, if deemed necessary. The committee's duties shall consist of maintaining up-to-date inventory lists along with locations of Club equipment. At the end of each year the Committee shall submit an end-of-year inventory list to the Secretary.

(k) Bylaws Committee: The membership of the Bylaws Committee shall be appointed, as needed, annually by the Board of Directors and shall consist of three (3) members. It shall be the duty of the Bylaws Committee to: (1) review current Bylaws annually and recommend such action as may seem appropriate; (2) resolve questions of interpretation of the Bylaws and recommend such action as may seem appropriate to eliminate further problems as to the meaning of the provision(s) in question; and (3) offer advice and recommendations on new Bylaws and Bylaws amendments proposed by petition, as provided in Article VII.

Section 5 - Operations Manual: Except where inconsistent with law, the SCCA Operations Manual shall be the official operating guide for all areas of Club administration. The current edition of the SCCA Operations Manual, including but not limited to the General Competition Rules ("GCR"), is hereby incorporated by reference into these Bylaws, as though each were set forth here at length. Changes to the Operations Manual or GCR may be made only by the SCCA, Inc., Board of Directors. Any such changes shall automatically become provisions of these Bylaws, without formal amendment.

Section 6 - Conflict of Interest: No Officer, Director or member of the Club may participate in, or attempt to influence, any decision by the Club affecting his or her own personal business interests, or otherwise use his or her official position for personal gain.

Section 7 - Fiscal Year, Books and Records: The fiscal year of the Club shall be the calendar year. The Club 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 office of the Secretary a record giving the names and addresses of the members entitled to vote. All books and records of the Glen Region may be inspected by any Regular member, or his agent or attorney, for any proper purpose at any reasonable time.

Section 8 - Personal Liability: All persons or corporations extending credit to, contracting with, or having any claim against the Club or its Officers, or the Board of Directors, or its members acting on behalf of the Club, shall look only to the funds and property of the Club for the payment of any debt, damages, judgment, or decree, or any other money that may otherwise become due or payable to them from the Club so that

neither the members of the Club, nor the Officers or the Board of Directors, past, present or future, shall be held personally liable thereof.

Section 9 - Indemnification: Each Director, Officer and other appointed or elected person of this Club now or hereafter in office, and his/her heirs, executors and administrators, and each Director, Officer and other appointed or elected person of the Club and his/her heirs, executors and administrators, who now acts, or shall hereafter act at the request of this Club as Director, Officer and other appointed or elected person of the Club, shall be indemnified by this Club against all actions taken by any member in behalf of the Club including his/her own negligence.

Section 10 - Parliamentary Procedure: All meetings of the Club, its Board of Directors and committees shall be conducted under the current edition of Robert's Rules of Order, unless inconsistent with the provisions of these Bylaws, the Bylaws of the Sports Car Club of America, Inc. and/or the laws of the State of New York.

Section 11 - Waiver of Notice: Whenever any notice is required to be given under the provisions of the New York State Not-For-Profit Corporation Law or under the provisions of the Bylaws of the Club, 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.

Section 12 - Legality: Any provision of these Bylaws which is inconsistent with the laws of the State of New York or with the Bylaws of the Sports Car Club of America, Inc. shall not invalidate the provisions thereof, except to such inconsistency. Otherwise, these Bylaws shall be in full force and effect until next amended.

ARTICLE VII

Amendment:

Section 1 - Amendment of Certification of Incorporation: The Board of Directors or any thirty (30) Regular members in good standing of the Club may, by written petition submitted to the Secretary, propose an amendment to the Certification of Incorporation and/or these Bylaws. Upon such proposal being submitted, a copy thereof shall be included in the notice of the next Annual or Special meeting of the Regular members, together with a ballot upon which the Regular members in good standing of the Club may vote for or against such proposal. Notice of such proposal and such ballots shall be mailed by the Secretary at least thirty (30) days before the date on which such ballots are to be returned. If

a majority of those returned are in favor of the proposal, the proposed amendment shall thereby be approved and adopted. The Secretary shall give notice of the results of such voting, within thirty (30) days thereafter, to all members of the Club and such other notices as may be required by the laws of the State of New York and/or by the Bylaws of the Sports Car Club of America, Inc.