

AMENDED AND RESTATED CODE OF REGULATIONS

OF

GREAT LAKES DIVISION OF SCCA, INC.

ARTICLE I

Members

Section 1.01 - Members

The membership of this Corporation is reserved for any corporation that is recognized by the Sports Car Club of America, Inc. ("SCCA") as a duly accredited and affiliated Region located and operating within the Great Lakes Division of SCCA. The current members of this Corporation shall be listed on Exhibit A, attached hereto.

Section 1.02 - Meetings

- (a) An annual meeting of the members for the election of Directors, for the consideration of reports and for such other business as may be brought before the meeting shall be held at such time on the first Monday of the fourth month of the fiscal year of the Corporation or on such other date as may be designated by the Board of Directors.
- (b) Regular meetings of the members may be held at such periodic intervals between annual meetings and at such time as the Board of Directors may specify.
- (c) Special meetings of the members may be called by the Chair, if any, the President, any Vice President, a majority of the Board of Directors or by fifty percent (50%) of the members.

Section 1.03 - Place of Meetings

Meetings of the members may be held at any place within or without the State of Ohio. If no designation is made, the place of the meeting shall be the principal office of the Corporation in the State of Ohio.

Section 1.04 - Notice of Meeting

- (a) Each member shall furnish the Secretary with an address to which notices of meetings and other notices or correspondence may be addressed.

- (b) Written notice of the time and place of each meeting shall be given to each member either by personal delivery, or by United States mail, telegram, electronic mail transmission, telecopy, express mail or courier service, with postage or fees prepaid, at least ten (10) but not more than sixty (60) days before each meeting.
- (c) The Secretary shall, upon the written request of any person or persons entitled to call a meeting of the members, deliver notice of such meeting to the members. If the Secretary refuses the request, the person or persons entitled to call a meeting of the members may give written notice to the members in the manner provided in this section.
- (d) Every notice of a special meeting of the members must state briefly the purpose specified by the person or persons calling such meeting. Any business other than that stated in the notice shall be taken up at such special meeting only with the unanimous written consent of the members.
- (e) Any member may waive notice of the time and place of any meeting of the members, either before or after the holding of the meeting.

Section 1.05 - Quorum and Manner of Action

- (a) A majority of the members shall constitute a quorum for the transaction of business at any meeting of the members.
- (b) In the absence of a quorum at any meeting of the members, a majority of those present may adjourn the meeting from time to time until a quorum shall be present and notice of any adjourned meeting need not be given.
- (c) The act of a majority of the members present at a meeting at which a quorum is present shall authorize any action by the Corporation, unless a greater number is required by the Articles of Incorporation or this Code of Regulations.

Section 1.06 - Action Without Meeting

- (a) To the extent permitted by Ohio law, any action which may be authorized or taken at a meeting of the members, may be taken without a meeting with the affirmative vote or approval of, and in a writing or writings signed by, all of the members. For purposes of this section, a signed writing shall include any original document bearing the signature of a member, a telecopy sent by, and bearing the signature of, a member and an electronic mail transmission created and sent by a member which sets forth his or her name in such a manner so as to logically evidence his or her intent to sign the transmission.
- (b) Any such writings shall be filed with or entered upon the records of the Corporation.

Section 1.07 - Voting

- (a) Each member shall be entitled, in person or by proxy, to one vote on each matter to be voted upon by the members, except that each member may vote for the number of Directors to be elected by the member; provided, however, such member may not cumulate his or her votes for any one or more Directors.
- (b) At any meeting of the members, any member who is entitled to attend and to execute consents or waivers may be represented at such meeting, and execute such consents or waivers, and exercise any of such member's other rights, by proxy or proxies appointed by a writing signed by such member.

ARTICLE II

Board of Directors

Section 2.01 - General Powers

The powers of the Corporation shall be exercised, its business and affairs conducted, and its property managed under the direction of the Board of Directors, except as otherwise provided by the law of the State of Ohio, by the Articles of Incorporation, or by this Code of Regulations.

Section 2.02 - Bylaws

The Directors may adopt Bylaws to govern its own proceedings so long as the Bylaws are consistent with the laws of the State of Ohio, the Articles of Incorporation and this Code of Regulations.

Section 2.03 - Number

- (a) The Board of Directors shall consist of not less than three (3) nor more than thirty (30) Directors.
- (b) Without amendment to this Code of Regulations, the number of Directors may be fixed or changed by resolution of the members.
- (c) No reduction of the number of Directors shall have the effect of removing any Director prior to the expiration of his or her term of office.

Section 2.04 - Classification and Term

- (a) Each member shall be entitled to elect one (1) director of this Corporation, who will be the Regional Executive of the member, or the designee of the Regional

Executive. If the member experiences a change in its Regional Executive, the member may appoint a successor director to the previously appointed director (with the successor being the new Regional Executive of the member, or that Regional Executive's designee). The previously appointed director will be considered to have resigned as a director on the effective date of the appointment of the successor director, unless the member and the director otherwise agree.

- (b) Unless the Directors are divided into classes as provided in paragraph (b), the terms of office of each Director shall be for two (2) years, or until the adjournment of the second succeeding annual meeting of the members (from the meeting during which the director was elected), or an action in lieu thereof, or until a successor is elected as Director.
- (c) Without amendment to this Code of Regulations, the Directors may be divided, by resolution of the members, into two (2) with each class to consist of two (2) or such larger number of Directors as the members shall determine. Each class shall be designated consecutively as Class I, Class II. All classes shall be initially elected at the annual meeting of the members coinciding with or next following adoption of the resolution classifying Directors, and the initial term of office of each class shall be as follows: Class I shall be until the first such succeeding annual meeting; and Class II shall be until the second such succeeding annual meeting. Thereafter, the term of office of each class shall be until the second annual meeting, or an action in lieu thereof, after the initial term of that class. Each Director of each class shall hold office until a successor is elected as Director.

Section 2.05 - Meetings

- (a) An annual meeting of the Board of Directors for the consideration of reports and for such other business as may be brought before the meeting shall be held at such time on the first Monday of the fourth month of the fiscal year of the Corporation or on such other date as may be specified by the Directors.
- (b) Regular meetings of the Board of Directors may be held at such periodic intervals between annual meetings and at such time as the Directors may specify.
- (c) Special meetings of the Board of Directors may be called by the Chair, if any, the President, any Vice President, or any two (2) Directors.

Section 2.06 - Place of Meeting and Electronic Meetings

- (a) Meetings of the Board of Directors may be held at any place within or without the State of Ohio. If no designation is made, the place of meeting shall be the principal office of the Corporation in the State of Ohio.

- (b) Notwithstanding anything to the contrary, any meeting of the Board of Directors may be held through any electronic communication pursuant to which each Director is able to hear each other Director participating or in any other manner permitted under the laws of the State of Ohio and such participation shall constitute attendance at such meeting.

Section 2.07 - Notice of Meeting

- (a) Written notice of the time and place of each meeting of the Board of Directors shall be given to each Director either by personal delivery or by mail, telegram, or cable at least two (2) days before each meeting.
- (b) Any Director may waive notice of the time and place of any meeting of the Board of Directors, either before or after holding of the meeting.

Section 2.08 - Quorum and Manner of Action

- (a) A majority of the number of Directors then in office shall constitute a quorum for transaction of business at any meeting of the Board of Directors.
- (b) In the absence of a quorum at any meeting of the Board of Directors, a majority of those present may adjourn the meeting from time to time until a quorum shall be present and notice of any adjourned meeting need not be given.
- (c) The act of a majority of the Directors present at a meeting at which a quorum is present shall authorize any action by the Board of Directors, unless a greater number is required by the Articles of Incorporation, this Code of Regulations, or the Bylaws.

Section 2.09 - Action by Board of Directors Without Meeting

- (a) To the extent permitted by Ohio law, any action which may be authorized or taken at a meeting of the Directors, may be taken without a meeting with the affirmative vote or approval of, and in a writing or writings signed by all of the Directors. For purposes of this section, a signed writing shall include any original document bearing the signature of a Director, a telecopy sent by, and bearing the signature of, a Director and an electronic mail transmission created and sent by a Director which sets forth his or her name in such a manner so as to logically evidence his or her intent to sign the transmission.
- (b) Any such writing shall be filed with or entered upon the records of the Corporation.

Section 2.10 - Resignations

- (a) Any Director of the Corporation may resign at any time by giving written notice to the President or Secretary.
- (b) A resignation shall take effect at the time specified therein, and unless otherwise specified therein, shall become effective upon delivery. The acceptance of any resignation shall not be necessary to make it effective unless so specified in the resignation.

Section 2.11 - Removal

- (a) Any Director may be removed, with or without cause, at any time by the affirmative vote of a majority of the Directors then in office.
- (b) Any Director may be removed, with or without cause, at any time by the affirmative vote of a majority of the members at a special meeting of the members called for that purpose.
- (c) Any vacancy in the number of Directors by reason of this section may be filled at the same meeting in the manner prescribed in Section 2.12.
- (d) It is expected that each Director shall attend all meetings of the Board of Directors and shall not miss two (2) consecutive meetings of the Board of Directors. Any Director missing two (2) consecutive meetings of the Board of Directors shall be immediately and automatically removed from the Board of Directors, unless the Board of Directors approves a waiver of such automatic removal by majority vote of the disinterested Directors. The member who appointed such removed Director may reappoint such Director or an alternative Director for the next Board of Directors meeting.

Section 2.12 - Vacancies

- (a) The remaining Directors, though less than a majority of the authorized number of Directors, may, by a vote of a majority of their number, temporarily fill any vacancy for the offices of Director for the unexpired term.
- (b) The members of the Corporation shall have a right to fill any vacancy for the office of Director, pursuant to Section 2.04(a), whether or not the vacancy has been temporarily filled by the remaining Directors, at any special meeting of the members called for that purpose or at any annual meeting of the members. Any Director so elected by the members shall hold office until a successor is elected as Director.

Section 2.13 - Ex Officio Members

The Board of Directors may appoint one or more persons as ex officio members of the Board of Directors, which ex officio member or members shall be entitled to notice, to be present in person, to present matters for consideration and to take part in consideration of any business by the Board of Directors at any meeting of the Board of Directors, but which ex officio member or members shall not be counted for purposes of a quorum nor for purposes of voting or otherwise in any way for purposes of authorizing any act or transaction of business by the Board of Directors.

ARTICLE III

Committees

Section 3.01 - Committees of Directors

- (a) There shall be an Executive Committee consisting of not less than three (3) Directors, who shall be appointed by the Board of Directors, which such Executive Committee shall have the power and authority to act on behalf of the full Board of Directors between meetings of the full Board.
- (b) The Board may, by resolution, create any other committee of the directors, to consist of one or more directors, and may authorize the delegation to any such committee of any of the authority of the directors, however conferred.
- (c) The designation of such committees and the delegation thereto of such authority shall not operate to relieve the Board of Directors, or any individual Director of any responsibility imposed by law.
- (d) Each committee shall serve at the pleasure of the Board of Directors, shall act only in the intervals between meetings of the Board of Directors, and shall be subject to the control and direction of the Board of Directors.
- (e) An act or authorization of an act by any such committee within the authority delegated to it shall be as effective for all purposes as the act or authorization of the directors.

Section 3.02 - Alternate and Ex Officio Members

- (a) The Board of Directors may appoint one or more Directors as alternate members of any committee, which alternate member or members may take the place of any absent member or members at any meeting of such committee.
- (b) The Board of Directors may appoint one or more persons (including persons who are not Directors) as ex officio members of any committee, which ex officio member or members shall be entitled to notice, to be present in person, to present matters for consideration and to take part in consideration of any business by the committee at any meeting of the committee, but which ex officio member or

members shall not be counted for purposes of a quorum nor for purposes of voting or otherwise in any way for purposes of authorizing any act or transaction of business by such committee.

Section 3.03 - Authority and Manner of Acting

- (a) Unless otherwise provided in this Code of Regulations or ordered by the directors, any such committee shall act by a majority of its members at a meeting or by a writing or writings signed by all of its members who would be entitled to vote at such meeting.
- (b) Unless participation by members of any such committee at a meeting by means of communications equipment is prohibited by the articles, this Code of Regulations, or an order of the directors, meetings of any particular committee may be held through any communications equipment if all persons participating can hear each other. Participation in a meeting pursuant to this division constitutes presence at the meeting.
- (c) An act or authorization of an act by any such committee within the authority delegated to it shall be as effective for all purposes as the act or authorization of the directors.

ARTICLE IV

Officers

Section 4.01 - Officers

- (a) The officers of a corporation shall consist of a president, a vice president, a secretary, a treasurer, and such other officers and assistant officers as may be deemed necessary, each of whom may be designated by such other titles as may be provided in the articles, this Code of Regulations, the bylaws, or resolutions of the directors.
- (b) Two or more offices may be held by the same person. Officers do not need to be Directors of the Corporation or Regional Executives of the members.

Section 4.02 - Appointment and Term of Office

- (a) The officers of the Corporation shall be appointed from time to time by the Board of Directors as it shall determine, and new offices may be created and filled at any meeting of the Directors.
- (b) Each officer shall hold office until a successor shall have been appointed.

Section 4.03 - Resignation

- (a) Any officer or assistant officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary.
- (b) A resignation shall take effect at the time specified therein, and unless otherwise specified therein, shall become effective upon delivery. The acceptance of such resignation shall not be necessary to make it effective unless so specified in the resignation.

Section 4.04 - Removal

- (a) Any officer or assistant officer may be removed by the Board of Directors, with or without cause, at any time by the affirmative vote of the majority of the Board of Directors.
- (b) Any vacancy by reason of this section may be filled at the same meeting of the Board of Directors.

Section 4.05 - Duties of Officers

- (a) The Chair, if any, shall preside at all meetings of the members and all meetings of the Board of Directors.
- (b) The President shall be the chief executive officer of the Corporation, preside at all meetings of the members and all meetings of the Board of Directors, unless another person is designated by the Board of Directors or a Chair has been appointed.
- (c) Each of the President, the Secretary, and the Treasurer shall have the authority jointly or severally to sign, execute and deliver in the name of the Corporation any deed, mortgage, bond, instrument, agreement or other document evidencing any transaction authorized by the Board of Directors, except where the signing or execution thereof shall have been expressly delegated to another officer or person on the Corporation's behalf.
- (d) In the absence of any officer or assistant officer or for any other reason which the Board of Directors may deem sufficient, the Board of Directors may delegate the authorities and duties of any officer, or any assistant officer to any other officer, assistant officer or to any Director.
- (e) In addition to the foregoing, each officer or assistant officer shall perform all duties as may from time to time be delegated to each of them by this Code of Regulations or by the Board of Directors or any committee of Directors as provided herein.

ARTICLE V

Indemnification and Insurance

Section 5.01 - Indemnification

- (a) To the fullest extent not prohibited by Ohio law, the Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action or suit by or in the right of the corporation to procure a judgment in its favor, by reason of the fact that the person is or was a director, officer, employee, or agent of or a volunteer of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, member, manager, or agent of or a volunteer of another domestic or foreign nonprofit corporation or business corporation, a limited liability company, or a partnership, joint venture, trust, or other enterprise against expenses, including attorneys' fees, actually and reasonably incurred by the person in connection with the defense or settlement of such action or suit, if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Corporation.
- (b) Each request or case of or on behalf of any person who is or may be entitled to indemnification for reason other than by being or having been a Director or officer of the Corporation shall be reviewed by the Board, and indemnification of such person shall be authorized by the Board only if it is determined by the Board that indemnification is proper in the specific case, and, notwithstanding anything to the contrary in this Code of Regulations, no person shall be indemnified to the extent, if any, it is determined by the Board or by written opinion of legal counsel designated by the Board for such purpose that indemnification is contrary to applicable law.

Section 5.02 - Insurance

The Corporation may, as the Board of Directors may direct, purchase and maintain such insurance on behalf of any person who is or at any time has been a Director, officer, employee or other agent of or in a similar capacity with the Corporation, or who is or at any time has been, at the direction or request of the Corporation, a director, officer, administrator, manager, employee, member, advisor or other agent of or fiduciary for any other corporation, partnership, trust, venture or other entity or enterprise including any employee benefit plan against any liability asserted against and incurred by such person.

ARTICLE VI

Amendment

Section 6.01 - Amendment

This Code of Regulations may be amended from time to time by the members of the Corporation by an affirmative vote of the majority of the members.