

**BY-LAWS OF THE
SPORTS CAR CLUB OF LA CROSSE, LTD.
NOVEMBER 12, 2011**

ARTICLE I

Section I. Offices

The principal office of the corporation in the State of Wisconsin shall be located in the city of La Crosse, County of La Crosse. The Board of Directors may change the registered agent from time to time

ARTICLE II
MEMBERSHIP

Section 1. Membership Requirements

A general requirement for membership shall be a genuine interest in automobiles and the expressed purposes of the corporation.

Section 2. Types of Membership

ACTIVE: Any person who meets the requirements of Section I, (A) of this article and has paid annual dues and fees as are required to belong to the Sports Car Club of America (SCCA) and the Land O'Lakes Region of SCCA. Active members as such must reside in the geographical area designated as the La Crosse Chapter of the Land O'Lakes Region.

Section 3. Dues and Membership Year

Annual dues for Active members are determined from time to time by the Sports Car Club of America. Active members must keep their membership current.

Section 4. Expulsion

Any Member may be expelled for infraction of these By-Laws or any rules promulgated by any lawfully constituted group, committee, Board of Directors or officer or for such other causes as may be determined by the Board of Directors as being in the best interest of the membership. However, before such action is taken, the member(s) subject to expulsion shall be notified in writing of the intended action and the reason therefore and shall have an opportunity to defend his (their) position in person or in writing to the Board of Directors, meeting as a group, within one (1) week after notification. If the member to be expelled is an officer, he must be removed from office as hereinafter provided by the By-Laws.

Section 5. Resignations

Any member may resign by directing a letter of resignation to the secretary. His resignation shall be effective on receipt, provided all indebtedness to the corporation is paid.

ARTICLE III MEETINGS

Section 1. Annual Meeting

The annual meeting of members shall be held during the first half of the month of November of each year for the election of directors, officers, reports of officers, reports of committees, awarding of overall total point winner and sportsmanship trophy and for such other business as may properly come before the meeting.

Section 2. Regular Meeting

Regular meetings shall be held during the first week of each month on the day specified in the Standing Rules. Notice is to be given thereof in writing, mailed to each member, or by e-mail from a member of the Board of Directors, or by a posting on the official SCCLAC website

Section 3. Special Meetings

Special meetings of the members may be called by the President, by a majority vote of the members at any regular meeting, or by a written petition signed by at least twenty-five percent of the active members and submitted to an officer for notification of the membership.

Section 4. Notice of Meetings

A written or printed notice stating the day, place, hour and a purpose of any meeting of the members, including special meetings and annual meetings, shall be mailed or e-mailed to all members to the address appearing on the corporation records. Publication of such notice in the corporation newsletter or on the official SCCLAC website shall be deemed sufficient and proper notice. Notices for all meetings must be mailed/posted at least five (5) days prior to the date of the meeting.

Section 5. Quorum and Voting

At all meetings of the members, a quorum, for the purpose of acting on any business before the meeting excepting the amendment of, addition to, or repeal of these By-Laws, shall consist of a majority of the SCCLAC Board of Directors. Voting by proxy shall not be allowed at any meeting of the membership except for the election and removal of officers or the amendment of these By-Laws.

ARTICLE IV DIRECTORS

Section 1. General Powers

The business and affairs of the corporation shall be managed by its Board of Directors.

Section 2. Number, Tenure, and Qualification

The number of Directors of the corporation shall be five. Each director shall hold office

for one year beginning January 1, or until his death, or until he/she shall resign or shall have been removed in the manner hereinafter provided. A director may resign at any time by filing his/her written resignation with the Secretary of the corporation. Directors need not be residents of the State of Wisconsin.

Section 3. Regular Meetings

A regular meeting of the Board of Directors shall be held without other notice than this By-Law immediately after, and at the same place, as the annual meeting of the membership, and each adjourned session thereof. The Board of Directors may provide, by resolution, the time and place for the holding of additional regular meetings without other notice than such resolution.

Section 4. Special Meetings

Special meetings of the Board of Directors may be called by or at request of the President, Secretary, or any two Directors. Directors may fix any place as the place for holding any special meeting of the Board of Directors called by them.

Section 5. Notice

Notice of any special meeting shall be given at least twenty-four hours previously thereto and written notice delivered personally or mailed/e-mailed to each Director at his/her address appearing on the corporation records. Whenever any notice whatever is required to be given, any director of the corporation under the Articles of Incorporation or By-Laws or any provision of law, a waiver thereof, in writing, signed at any time, whether before or after the meeting, by the Director entitled to such notice, shall be deemed equivalent to the giving of such notice. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting and objects thereto 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 of Directors need be specified in the notice or waiver of such meeting.

Section 6. Quorum

Except as otherwise provided by law or the Articles of Incorporation or these By-Laws, a majority of the number of directors fixed by Section 2 of this Article IV shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but a majority of the directors (though less than such quorum) 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, unless the act of a greater number is required by law or by the Article of the corporation or these By-Laws.

Section 8. Vacancies

Any vacancy occurring in the Board of Directors, including a vacancy created by an

increase in the number of directors, may be filled until the next succeeding annual election by the affirmative vote of a majority of the directors then in office, though less than a quorum of the Board of Directors.

Section 9. Directors

The president, president-elect, secretary, and treasurer shall be four of the total number of directors authorized by these By-Laws in addition to being corporate officers and shall become directors by virtue of their election as officers and in the manner provided in Article V below.

Section 10. Directors, Nominations and Election

There shall be a minimum of two and a maximum of four nominees for each director to be elected in addition to those provided for in Section 9 above and such directors shall be elected at the annual meeting of the members in the manner provided for the election of officers in Article V below.

ARTICLE V OFFICERS

Section 1. Officers and Terms

The officers of the corporation shall be a president, president-elect, secretary, treasurer, and board member (Member at Large). The officers shall serve for one (1) year beginning January 1.

Section 2. Nominations

There shall be a minimum of two (2) and a maximum of four (4) nominees for each of the four (4) elective offices. Nominations shall be opened at the regular meeting three (3) months preceding the annual meeting and shall be open until closed at the regular meeting immediately preceding the annual meeting.

Section 3. Election

The election of officers shall be held at the annual meeting of the membership. Members who cannot attend may vote by proxy provided that a signed statement designating an official proxy is presented to the Secretary prior to the election. The nominee who receives the majority of the votes cast for the office for which he/she is a candidate, shall be declared elected. If no candidate receives a majority of the votes, the name of the nominee having the fewest votes shall be removed from the ballot and another vote taken. In case of a tie for the fewest votes, the results of the last ballot shall be made public and another ballot taken.

Section 4. Tellers

The Secretary along with two (2) members appointed by the president shall tabulate the votes during the meeting.

Section 5. Notice of Election and Results

The Secretary will cause to be published in the October issue of the corporation newsletter or on the SCCLAC website a notice of the impending election. The Secretary shall further cause to be published in the first issue following the annual meeting or on the SCCLAC website, an announcement showing the names and addresses of the new officers elected.

ARTICLE VI *DUTIES OF THE OFFICERS*

Section 1. President

The President shall be the principal executive officer of the corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the corporation. He/She shall, when present, preside at all meetings of the members and of the Board of Directors. He shall have authority, subject to such rules as may be prescribed by the Board of Directors to appoint such agents and employees of the corporation as he/she shall deem necessary, to prescribe their powers, duties and compensation and to delegate authority to them. In general, he/she 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 2. President-elect

The President-elect shall assume the position of President upon expiration of his/her term as President-elect.

Section 3. Secretary

The Secretary shall attend all meetings of the members and shall record all minutes and votes of such in a book kept for that given purpose. He/She shall keep an up to date roll of all corporation members. He/She shall give all notices of meetings of the members required by this constitution and shall perform all duties incident to his/her office. The Secretary shall have custody of the corporation's records. In addition, he/she shall have the authority to appoint an Assistant-Secretary to aid him/her in his/her duties. In the absence of the Secretary from any of said meetings, the presiding officer shall appoint a Secretary pro-tempore. If there is a vacancy in the office, the President shall designate some person to fill the unexpired term, subject to ratification by a majority of the members. The secretary shall submit a report on his/her activities for the previous year at the annual meeting.

Section 4. Treasurer

The Treasurer shall be subject to such conditions and restrictions as may be made by the Board of Directors, have custody of all monies, notes, stocks, bonds, and evidence of indebtedness belonging to the corporation. He/She shall receive all monies of the corporation and deposit the same in the corporation's account in an approved depository. He/She shall make payments of the corporation debts that have been approved by the Board of Directors. All contracts, checks, drafts, notes or other orders for payment or money shall be signed in the name of the corporation by the Treasurer. He/She shall give bond, at corporation expense, if required by the Board of Directors.

The Treasurer shall give a report on the financial status of the corporation at the annual meeting, and if so requested, at any other meeting. The Treasurer without the specific prior approval of the Board of Directors shall incur no obligations, debt or other liability. If there is a vacancy in the office, the President shall designate some person to fill the unexpired term, subject to ratification by a majority of the members.

Section 5. Board Member (Member at Large)

The fifth officer shall be responsible for other duties from time to time as directed by the President and shall be a voting member on all issues.

ARTICLE VII
REMOVAL OF DIRECTORS

Section 1.

Any officer and/or director unable to fulfill the duties of his/her office nor not acting in the best interest of the corporation as determined by a two-thirds majority vote at a meeting of the membership, shall either submit his/her resignation, or it shall be the duty of the Board of Directors to request his/her resignation, unless such officer gives satisfactory reasons for a temporary lapse of duties. If such resignation is not forthcoming when requested, a majority vote cast may remove the officer by secret ballot of the membership present at any meeting providing the membership has been notified in writing that the removal of an officer will be voted upon at such meeting. Members who cannot attend may vote by proxy provided that a signed statement designating an official proxy is presented to the Secretary prior to the ballot.

ARTICLE VIII
COMMITTEES

Section 1.

The President shall appoint such committees as are desirable from time to time, and shall outline the duties and responsibilities of such committees. All reports or action taken by a committee must be voted by a majority of the entire committee.

Section 2. Standing Committees

In addition to the authority granted above, certain standing committees as set forth below may be appointed annually by the President with the approval of the Board of Directors.

A. Activities Committee: There shall be an Activities Committee appointed annually consisting of six (6) members, the chairman of which shall be designated by the President. The Activities Committee shall have two (2) sub-committees, a competition sub-committee and a social activities sub-committee. The activities committee generally shall seek out, propose, consider and investigate activities for the corporation to participate in, and schedule events as to avoid conflicts. The chairman of the committee shall submit a report at the annual meeting concerning the activities of the committee for the previous year.

1. The Competition Sub-Committee shall:
 - a. Propose and regulate the type, quality and number of competitive events conducted by the corporation
 - b. Recommend, oversee and enforce all safety precautions at every competitive event conducted by the corporation.
 - c. Recommend to the Executive Committee appropriate awards to be made to the winners of the various competitive events.
 - d. Hear and determine protests submitted in writing rising out of any competitive events.
2. The Social Activities Sub-Committee shall:
 - a. Locate appropriate places for the various corporation meetings and social activities and make proper arrangements for the use thereof.

B. Membership Committee: There shall be a membership committee appointed annually by the President, consisting of three (3) members. The President shall also designate the chairman thereof. The chairman of the committee shall submit a report at the annual meeting concerning the activities of the committee for the previous year. The membership committee shall:

1. Have one member in attendance at each meeting or event or in the alternative, a specially appointed representative.
2. Record all the members and visitors in attendance at each corporation function.
3. Distribute information sheets and application forms to any prospective member.
4. Determine each applicant's eligibility in the conformance with this constitution from records kept by the membership committee.

ARTICLE IX *CONTRACTS, LOANS, CHECKS AND DEPOSITS*

Section 1. Contracts

The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation and such authorization may be general or confined to specific instances.

Section 2. Loans

No loans shall be contracted on behalf of the corporation and no evidences or indebtedness shall be issued in its name until authorized by or under the authority of a

resolution of the Board of Directors. Such authorization may be general or confined to specific instances.

Section 3. Checks, Drafts, Etc.

All checks, drafts or other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the corporation shall be signed by the Treasurer as provided in Section 4 of Article VI; all funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks or other depositories as may be selected by or under the authority of the Board of Directors.

ARTICLE X *PARLIAMENTARY PROCEDURE*

"Robert's Rules of Order, Revised" shall govern this corporation in all cases to which they are applicable insofar as such rules are not inconsistent with these By-Laws.

ARTICLE XI *CLUB TERMINATION*

In the event that the existing club membership decides to terminate the Sports Car Club of La Crosse (SCCLAC) (hereinafter referred to as ~~the club~~) as a chapter of Land Oakes Region (LOL), Sports Car Club of America (SCCA) and the club's limited liability company status, the SCCLAC Board of Directors shall sell all of the club's equipment and possessions, depositing the proceeds of the sale of the equipment and possessions into the club's banking/checking account.

The club's Board of directors shall then vote to designate up to three (3) legitimately recognized institutional benefactors to which the entire club treasury shall be donated.

ARTICLE XII
AMENDMENTS

Section 1. By-Laws

The By-Laws may be altered, amended or repealed and new By-Laws may be adopted by the members by two-thirds of the vote cast in any regular or annual meeting provided that a copy of the proposed amendment, alteration or provision to be repealed, or new By-Laws or laws shall have been sent to every member at least ten days before it was to be voted on. Publication in a corporation newsletter, by e-mail note sent to all Active members, or on the SCCLAC website shall be deemed sufficient notice of a proposed amendment, alteration, provision to be repealed, or new By-Laws.

Section 2. Standing Rules

- A. A list of resolutions of a permanent nature called the "Standing Rules" will be kept.
- B. Standing Rules may be enacted by a majority of members present at any regular or special meeting, or by a majority rule of the Board of Directors at a regular board meeting.