



CODE OF BY-LAWS OF THE UNITED STATES AUTO CLUB

ARTICLE 1

Identification

Section 1.01. Name. The name of the Corporation is United States Auto Club, Inc. (the "Corporation").

ARTICLE 2

Membership

Section 2.01. Classes of Members. The Corporation's members shall be divided into the following classes.

Clause (a). Voting Members. The voting members of the Board of Directors of the Corporation shall be the sole voting members of the Corporation and shall be called "Board Members." Election as a Director of the Corporation with voting rights shall qualify such person as a voting member of the Corporation for a term co-extensive with the term as Director. Upon the expiration of the member's term as Director and the election of a successor Director, the voting membership shall expire.

Clause (b). Non-voting Members. The Corporation may also have other classes of members, such names to be determined by the Board of Directors, none of whom shall have the right to vote.

In addition, membership shall be classified as Active, Corporate, Honorary and Life memberships in the Corporation, and each is dependent upon certain criteria as follows:

Clause (a). Active Members. Active members shall be those persons who by virtue of experience and training qualify as drivers, mechanics, race organizers, car entrants, officials or in other ways take an active part in the aims and purposes of the Corporation. Any duly qualified Active member is eligible for nomination for election as a member of the Board of Directors.

Clause (b). Corporate Members. Corporate members shall be those companies who by virtue of special financial contribution (over and above normal dues) or contribution of personal time and effort, and having a general interest in the aims and purposes of this organization, shall thereby desire to take an active part in its proceedings. No Corporate member shall be eligible to designate any nominee for election to the Board of Directors.

Clause (c). Honorary Members. Honorary members shall be those who by virtue of their interest and contribution to the general aims and purposes of the Corporation are judged by the Board of Directors to be worthy of nomination to this group. Honorary members shall take no active part in the Corporation's affairs and shall not be eligible for election to the Board of Directors.

Clause (d). Life Members. Life members shall be approved by the Executive Committee following written application. Selection shall be based upon significant contributions made to the cause of the automotive industry and to automobile racing although such persons need not be currently engaged in said industry or related activities. Life members must be at least 21 years of age. Life members shall be eligible for nomination and election to the Board of Directors.

Section 2.02. Qualifications of Members. The Corporation's members shall consist of such natural persons who are at least eighteen (18) years of age and entities (i) who are interested in and willing to be active in participation and furthering the aims and purposes of this organization, (ii) who shall meet (and thereafter continue to meet) the requirements of membership as herein set forth or as heretofore or hereafter established by the Board of Directors, and (iii) who apply for membership and shall have been elected to membership classification from time to time by the Board of Directors or a committee thereof.

Section 2.03. Dues, Assessments and Obligations. Active and Corporate members shall pay annually to the Corporation dues in an amount determined from time to time by the Board of Directors. All other licenses, fees and charges for Active members in the Corporation shall be determined, formulated and posted by the Director of Competition. The Life membership fee payable for the account of each person elected shall be \$750, plus any tax or other legal charge now or hereafter required in connection with the receipt of such membership fee. Upon receipt by the Corporation, the same shall be treated as part of the capital funds of the Corporation and not expended in regular current operations unless expenditure therefore is approved by the Board of Directors to meet an emergency financial crisis. Whether or not invested upon receipt, the funds derived from Life memberships may be utilized at any time toward the acquisition or construction of property or equipment as required in the conduct of the objectives of the Corporation. In addition, each member of the Corporation, when called upon, such assistance with the objects, purposes and customs of the Corporation as lies within such member's abilities.

Section 2.04. Resignation from Membership. Any member may resign at any time by giving written notice of such resignation to the President or the Secretary of the Corporation. Such resignation shall be made in writing and shall take effect at the time specified therein, or if no time is specified, at the time of its receipt by the President or the Secretary. The acceptance of a resignation shall



not be necessary to make it effective. If a member serving as a Director resigns from membership in the Corporation, the member's term as a Director shall terminate at the time such resignation becomes effective. The right of a member to vote and all right, title and interest of such member in or to the Corporation shall cease upon termination of membership. Any Active Member who resigns his/her membership shall be ineligible to reapply as an Active member for twelve (12) months following such resignation.

Section 2.05. Termination of Membership. The Board of Directors may terminate or suspend the membership of any member for good cause. The Board of Directors may also adopt such rules and regulations as it deems necessary or advisable for the suspension or termination of membership. The right of a member to vote and all right, title and interest of such members in or to the Corporation shall cease upon termination of membership.

Section 2.06. Period of Membership. The term of membership of all members shall be one (1) year. The number of terms of membership, which a person may serve, is not limited.

ARTICLE 3

Meetings of Members

Section 3.01. Place of Meetings. All meetings of members shall be held either at the registered office of the Corporation in the State of Indiana, or at such other place within or without the State of Indiana as may be designated by the Board of Directors and specified in the respective notices or waivers of notice thereof.

Section 3.02. Annual Meeting. An annual meeting of the members shall be held in January or February each year on such date as is set and announced in advance by the Chairman of the Board of Directors. Since the voting Directors are the sole voting members of the Corporation, the Corporation shall not be required to hold meetings both as Directors and as members, and the meetings of the Directors shall constitute meetings of the members. All annual reports shall be submitted at the Annual Meeting.

Section 3.03. Special Meetings. Special meetings of the members may be called by the Chairman of the Corporation or by the written request of at least three (3) Directors, which request shall set forth the business to be conducted at such meeting.

Section 3.04. Notice of Meetings. A written or printed notice stating the place, day and hour the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered or mailed by the Secretary or by the officer or persons calling the meeting to each voting member of record of the Corporation at such address as appears on the records of the Corporation at least ten (10) days before the date of the meeting. Notice of any meeting of members may be waived in writing signed by any member and delivered to the Corporation. Attendance at any meeting shall constitute a waiver of notice of that meeting.

Section 3.05. Quorum. One-half (1/2) of the persons qualified to vote as members, represented in person or by proxy, shall constitute a quorum for the transaction of business at any meeting of the members of the Corporation.

Section 3.06. Proxies. At any meeting of the members, a member entitled to vote may vote by proxy executed in writing by the member or his/her duly authorized attorney-in-fact. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy.

Section 3.07. Voting Rights. Each voting member present in person or by proxy shall be entitled to cast one (1) vote upon each question voted upon at all meetings of the members. No member entitled to vote in any election of Directors shall have the right to multiply the number of votes to which such member may be entitled by the number of Directors to be elected.

Section 3.08. Action Without Meeting. Any action required or permitted to be taken at a meeting of the voting members of the Corporation may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by at least eighty percent (80%) of the members entitled to vote with respect to the subject matter thereof, and such written consent is filed with the minutes of the proceedings of the members. Such consent shall have the same effect as a vote of the members at a duly held meeting of the members.

Section 3.09. Meeting by Telephone, etc. Any or all of the members of the Corporation may participate in a meeting by or through the use of any means of communication by which all members participating may simultaneously communicate with each other during the meeting. Participation in a meeting using these means constitutes presence in person at the meeting.

ARTICLE 4

Board of Directors

Section 4.01. Functions. The business, property and affairs of the Corporation shall be managed and controlled by a Board of Directors as from time to time constituted.



Section 4.02. Number. There are nine (9) members of the Board of Directors who shall have voting rights, including the officers provided in Section 5.02, none of whom shall be an "Active Participant." An "Active Participant" is defined to mean any licensed driver, chief mechanic, mechanic, car entrant or any person who intends to devote or devotes a substantial portion of such person's time or capital to, or has derived during the preceding year or intends to derive a substantial portion of such person's gross income from auto racing, but an Active Participant shall not include a licensed race organizer or an officer, employee or official of the Corporation, who derives compensation by reason of performance as an officer, employee or official and not as a direct participant in competition. Should a Director become an Active Participant while serving on the Board, such Director may, with the consent of all other Directors, continue to serve until the next Annual Meeting, at which time a new Director not an Active Participant, shall be elected to fill the unexpired portion of the Active Participant Director's term. Such number may from time to time be increased or decreased by resolution adopted by not less than a majority of the Board of Directors, subject to the limitation that the Board shall never be reduced to less than three (3) nor increased to more than nine (9) Directors. In the event the number of Directors is increased as provided herein, the election of the additional Director or Directors shall be by a vote of the voting members of the Corporation according to a procedure established by resolution of the Board of Directors. However, not all authorized positions on the Board of Directors need be filled. Any past President, or past Chairman, if not elected as a voting member of the Board, shall be invited to all Board meetings ex-officio and may participate in the meetings but without voting rights and without being a member of the Board of Directors. Except as otherwise provided in these Bylaws, all members of the Board of Directors shall have and be subject to the same and equal qualifications, rights, privileges, duties, limitations and restrictions.

Section 4.03. Election. Directors shall be elected to serve for a term of three (3) years or until their successors are chosen and qualified. Approximately 1/3 of the Board of Directors shall be elected each year by the voting members of the Corporation at the Annual Meeting provided in Article 3 of this Code of By-laws. Any Director is eligible for reelection to one or more succeeding terms. The normal term of a Board member not elected to complete a vacancy on the Board shall commence at the end of the Annual Meeting of members during which such Director's election occurs. Such Director's term shall expire at the end of the Annual Meeting of the term for which such Director was elected, except in the event of prior resignation, death or ineligibility by reason of becoming an Active Participant. The only members having voting rights to elect the Board of Directors shall be the members who constitute voting members of the Board of Directors. The election of the Board of Directors by the voting membership shall be held at the Annual Meeting. Elections of the Board of Directors and elections of officers shall be by mail, ballot or voice vote as directed by the Chairman of the Board of Directors.

Section 4.04. Term. Each member of the Board of Directors shall serve for a term of three (3) years or until a successor is elected and qualified, or until the Director has resigned or been removed. Incumbent Directors shall be eligible for reelection and the number of years a person may serve as a Director is not limited.

Section 4.05. Vacancies. Any vacancy among the Directors caused by death, resignation, removal or otherwise may be filled by the members entitled to vote for Directors, the Board of Directors, or if the Directors remaining in office constitute fewer than a quorum, by the affirmative vote of a majority of the Directors remaining in office. A Director elected to fill a vacancy shall hold office until the expiration of the term of the Director causing the vacancy and until his/her successor shall be elected and qualified.

Section 4.06. Resignation. Any Director may resign at any time by giving written notice of such resignation to the Board of Directors, the President or the Secretary of the Corporation. Such resignation shall take effect when the notice is effective unless the notice specifies a later effective date. The acceptance of a resignation shall not be necessary to make it effective.

Section 4.07. Removal. The Board of Directors, by a two-thirds (2/3) majority vote of its members present at any meeting, may remove any Director from the Board with or without cause, and may elect a successor to serve during the remainder of such Director's term.

The Board of Directors shall meet each year immediately after the Annual Meeting of the members of the Corporation, at the place where such meeting of the members has been held, for the purpose of corporate organization, election of new officers and consideration of any other business that may properly be brought before the meeting. No notice shall be necessary for the holding of this Annual Meeting. If such meeting is not held as above provided, the election of new officers may be held at any subsequent meeting of the Board of Directors specifically called in the manner set forth herein. The Board of Directors may provide by resolution the time and place, either within or without the State of Indiana, for the holding of additional regular meetings of the Board without other notice than such resolution. Special meetings of the Board of Directors may be called by the Chairman, and shall be called by the Secretary upon the written request of at least three (3) Directors, which request shall set forth the business to be conducted at such meeting.

Section 4.09. Notice of Meetings. Notice of all meetings of the Board of Directors, except as herein otherwise provided, shall be given by mailing, telephoning, by telegraphing or delivering personally the same at least two (2) days before the meeting to the usual business or residence address of the Director as shown upon the records of the Corporation. Notice of any meeting of the Board of Directors may be waived in a document filed with the Secretary by any Director if the waiver sets forth in reasonable detail the purpose or purposes for which the meeting is called and the time and place of the meeting. Attendance at any meeting of the Board of Directors shall constitute a waiver of notice of that 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.

Section 4.10. Quorum. A quorum of the Board of Directors at any annual, regular or special meeting of the Board of Directors shall be one-half (1/2) of the duly qualified voting members of the Board of Directors then occupying office, but in no case shall there be less



than two (2) Directors present. The act of a majority of the Directors present at a meeting who constitute a quorum shall be the act of the Board of Directors.

Section 4.11. Committees. The Board of Directors, by resolution adopted by a majority of the Board, shall designate those committees noted below and may designate one or more committees in addition thereto, each of which shall consist of two or more Directors, which committees to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation. Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated by a resolution adopted by a majority of the Directors present at the meeting at which a quorum is present. The designation 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 by law.

The committees which the Board of Directors shall designate and their respective functions shall include:

Clause (a). Executive Committee. The Executive Committee shall consist of at least three (3), but no more than five (5), members including the President and two (2) to four (4) other Board members, one of whom shall be the Chairman, if the same person is not Chairman and President. The Executive Committee shall have all the authority of the Board of Directors to act in its place between its meetings, and all acts of the Executive Committee shall be reviewed and deemed approved by the Board of Directors in the absence of action to the contrary. Full minutes of the Executive Committee action shall be recorded for the above purpose. The Chairman may select any Board Member to serve as an alternate in the event of the absence of any Executive Committee member.

Clause (b). Finance Committee. The Finance Committee consisting of not less than five (5) and not more than seven (7) members shall meet at least semi-annually and be responsible for determining the financial and accounting procedures and practices of the Corporation, monitoring and reviewing the financial statements and budgets of the Corporation and its subsidiaries, monitoring the investment of Corporation moneys, monitoring and reviewing the activity of the Corporation in soliciting and receiving funds and other contributed assets and determining the salary and bonus, if any payable to the President and other officers of the Corporation, except that no officer serving on the Finance Committee shall vote or participate in the determination of that person's salary or bonus if any. The members of the Finance Committee shall consist of the Chairman of the Corporation, the President, the Vice President of Finance and such other persons as shall be appointed by the Chairman of the Corporation. The Treasurer of the Corporation shall be the Chairman of the Finance Committee.

Clause (c). Nominating Committees. The Nominating Committee for members of the Board of Directors and Officers of the Corporation shall consist of three (3) members including the Secretary of the Corporation as the Chairman and two (2) voting members of the Board of Directors who are not eligible for reelection to be appointed by the Chairman of the Corporation.

The Nominating Committee for the election of participant representatives to the Division Competition Commissions shall consist of five (5) members: the Secretary of the Corporation as the Chairman, the President of the Corporation, the Director of Competition, the Division Supervisor for the racing division whose elected participant representative's term has expired and another Board member appointed by the Chairman of the Corporation. At least thirty (30) days prior to the annual meeting this Nominating Committee shall prepare a slate of three (3) nominees for presentation and election by eligible participant members in the racing division having an election. The three nominees shall each be active participants in such racing division and members of USAC. The Nominating Committee acting through its Chairman will cause an election to be held by written ballot. The voters in the election must be active participants in such racing division. The Nominating Committee will supervise the election. The individual with the highest number of votes will be the elected representative for a three year term on the Division Competition Commission for such racing division.

Clause (d). Safety Committee. The Safety Committee shall be composed of Corporation members from the licensed officials, mechanics, drivers, owners, race organizers or other Active Members. The Chairman of the Board of Directors shall appoint the Chairman of the Safety Committee. The Safety Committee shall be charged with the responsibility of continually surveying and making recommendations in writing to the Board of Directors on all matters pertaining to the safety of competition, including but not limited to: type and use of safety equipment; condition of racing equipment; conduct of competitive events; and condition of race courses. The Chairman of the Safety Committee may create sub-committees to delegate the responsibility of the Safety Committee for particular phases of safety.

Clause (e). Technical Committee. The Technical Committee shall be composed of qualified engineers and experts who may or may not be members of the Corporation. The Chairman of the Board of Directors shall appoint a Technical Committee Chairman. The Technical Committee shall perform such duties as may be assigned and to utilize such powers as may be delegated by the Board of Directors and to act as advisor of the Board of Directors in technical matters.

Clause (f). Rules Committee. The Chairman of the Board of Directors may appoint a Rules Committee and a Rules Committee Chairman.

Section 4.12. Action Without Meeting. Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting if the action is taken by all voting members of the Board of Directors or of such



committee. The action must be evidenced by at least one written consent describing the action taken, signed by each voting member of the Board of Directors or of such committee, and included in the minutes or filed with the corporate records reflecting the action taken.

Section 4.13. Meeting by Telephone, etc. Any or all of the members of the Board or of any committee designated by the Board may participate in a meeting by or through the use of any means of communication by which all persons participating may simultaneously communicate with each other during the meeting. Participation in a meeting using these means constitutes presence in person at the meeting.

ARTICLE 5

Officers

Section 5.01. Officers and Agents. The officers of the Corporation shall consist of a Chairman, a President, a Secretary, and a Treasurer, and may include a Vice-Chairman and such other officers as the Board of Directors may, by resolution, designate from time to time. One person may serve in more than one office, except the President and Secretary. The Board of Directors may, by resolution, create, appoint and define the duties and fix the compensation of such officers and agents as, in its discretion, is deemed necessary, convenient or expedient for carrying out the purposes for which the Corporation is formed.

Section 5.02. Election, Term of Office and Qualification. All officers shall be chosen annually by the Board of Directors at the annual meeting of the Board of Directors. Each officer shall hold office (unless such officer resigns, is removed, or dies) until the next annual meeting of the Board of Directors or until a successor is chosen and qualified. The Chairman, Vice-Chairman and President shall be members of the Board of Directors, but the officers need not be.

Section 5.03. Vacancies. In the event an office of the Corporation becomes vacant by death, resignation, retirement, disqualification or any other cause, the Board of Directors shall elect a person to fill such vacancy, and the person so elected shall hold office and serve until the next annual meeting of the Board of Directors or until a successor is elected and qualified, or until death, resignation or removal.

Section 5.04. Chairman. The Chairman shall (i), if present, preside at all meetings of the Board of Directors and members, (ii) appoint all committees, unless otherwise directed by the Board of Directors, (iii) sign all papers, notices and documents necessary to carry out the orders and resolutions of the Board of Directors, and (iv) preserve order at all meetings. The Chairman shall be an ex-officio member of all committees.

Section 5.05. Vice-Chairman. The Vice-Chairman shall act as Chairman in the absence of the Chairman and when so acting shall have all of the power and authority of the Chairman.

Section 5.06. President. The President shall be the chief executive officer of the Corporation on a full-time salary basis, with duties and responsibilities as herein provided and/or as established from time to time by the Board of Directors, and shall have all rights, powers, privileges and duties provided by these By-laws or by the Official Competition Rules for the President. The President shall be an ex-officio member of the Board of Directors with voting rights. The President shall annually prepare and submit to the Finance Committee a budget of estimated receipts and expenditures to be the basis for the financial operations of the Corporation for the year. The President shall have the authority to employ the services of such additional paid technical staff as shall be necessary for the proper functioning of the office, to enter into all contracts, including the issue of sanctions, and to administer day-to-day affairs of the Corporation. The President may also be the Director of Competition or employ a Director of Competition, subject to the approval of the Board of Directors, who will be charged with the responsibilities and duties described in Article 6 of these By-laws.

Section 5.07. Vice-President. The Vice-Presidents, in the order designated by the President or the Board, shall exercise and perform all powers of, and perform duties incumbent upon, the President during the absence or disability of the President and shall exercise and perform such other powers and duties as this Code of By-laws, the Board, or the President may prescribe.

Section 5.08. Secretary. The Secretary shall have the custody and care of the corporate records and the minutes book of the Corporation. The Secretary shall attend all the meetings of the Board of Directors and members of the Corporation, and shall keep, or cause to be kept in a book provided for the purpose, a true and completed record of the proceedings of such meetings, and shall perform a like duty for the Executive Committee and any other standing committees of the Board of Directors when required. The Secretary shall attend to the giving and serving of all notices of the Corporation, shall file and take care of all papers and documents belonging to the Corporation, shall authenticate records of the Corporation as necessary, and shall perform such other duties as may be required by the Code of By-laws or as may be prescribed by the Board of Directors or the President.

Section 5.09. Treasurer. The Treasurer shall keep correct and complete records of account, showing accurately at all times the financial condition of the Corporation. The Treasurer shall be the legal custodian of all moneys, notes, securities and other valuables which may from time to time come into the possession of the Corporation. All funds of the Corporation coming into the Treasurer's hands shall immediately be deposited in some reliable bank or other depository to be designated by the Board of Directors, and shall keep such bank account in the name of the Corporation. The Treasurer shall furnish at meetings of the Board of Directors, or whenever



requested, a statement of the financial condition of the Corporation and shall perform such other duties as may be required by this Code of By-laws or as may be prescribed by the Board of Directors or the President.

Section 5.10. Assistant Secretary and Assistant Treasurer. There may be appointed by the Chairman or elected by the Board of Directors an Assistant Secretary, an Assistant Treasurer, or both, who may be different persons, or the same person, occupying both offices, to perform such duties and for such duration as the Chairman of the Board of Directors shall specify.

Section 5.11. Removal. Any officer may be removed from office, with or without cause, by the Board of Directors.

Section 5.12. Resignations. Any officer may resign at any time by delivering notice to the Board of Directors, the President or the Secretary. A resignation is effective upon delivery unless the notice specifies a later effective date.

ARTICLE 6

Director of Competition

Section 6.01. Appointment and Functions. The President of the Corporation may also be the Director of Competition or may employ a Director of Competition, subject to the approval of the Board of Directors. Such person will be charged with the responsibility of maintaining all rules, regulations, suitable decorum, and discipline in the motor sport under jurisdiction of the Corporation.

Section 6.02. Powers. The Director of Competition shall have the power to issue all licenses, maintain permanent records of accomplishments, and permanent records of the year's competitive and test activity related to automotive sport.

Section 6.03. Interim Rules. Rules governing the conduct of a race may be established on an interim basis by the Director of Competition, subject to the Board of Directors or Executive Committee review for the prospective confirmation or rejection.

ARTICLE 7

Division Competition Commissions

Section 7.01. Functions. The Division Competition Commissions will make recommendations to the Board of Directors on rules and specifications or changes in rules and specifications for the control of competition within a particular division. The Division Competition Commissions may also make recommendations to the Board of Directors of the Corporation for the establishment of policy within a particular division. The Division Competition Commissions may not settle disputes arising out of a particular competition.

Section 7.02. Number. There shall be twelve (12) voting members and two (2) advisory non-voting members of each Division Competition Commission. There shall be a Division Competition Commission for each of the following three (3) divisions of racing: Silver Crown Championship, Sprint Car and Midget.

Clause (a). Silver Crown, Sprint Car and Midget Competition Commissions. The composition of the voting and non-voting members of the Silver Crown, Sprint Car and Midget Division Competition Commissions shall be made up as follows: a non-participant Chairman, to be appointed by the Chairman of the Board of Directors of the Corporation; the Director of Competition, who may also be the Commission Chairman; the elected division representative from the respective division as defined in Section 7.03; to be appointed by the Commission Chairman three (3) division car entrants; two (2) division drivers; a division mechanic, and two (2) at-large members, who may be Active Participants or non-participants. The advisory non-voting members shall be the respective Division Supervisor and the Technical Director of the Corporation. The Chairman may designate other persons from time to time to meet with the Division Competition Commission for technical advice or coordination on either an ad hoc or permanent basis.

Section 7.03. Elected Competition Commission Representative. One (1) member shall be elected for a three (3) year term to the respective Division Competition Commissions from each of the following Groups: licensed Silver Crown Division members, licensed Sprint Car members and licensed Midget Car members. See Section 4.1 clause C for the nomination and election procedures. In the event the Board of Directors of the Corporation shall determine that other Groups of members should be separately classified to elect Division Representatives, determination by the Board of Directors shall constitute an amendment of this Section of the By-Laws, and one member of a new Division Competition Commission shall be elected by each such added Group. The person with the second highest number of votes will be the alternate representative in the event the elected representative is unable to attend the Division Competition Commission meetings or resigns. If the elected representative ceases to be an active participant in the racing division or ceases to be a member of USAC, the alternate representative shall replace the elected representative for the remainder of the term unless or until the alternate representative ceases to be an active participant in the racing division or ceases to be a member of USAC, in which case the third nominee shall replace the alternate representative for the remainder of the term. The term of an elected representative shall begin on the day after the Annual Meeting.

Section 7.04. Removal. If any elected member refuses to accept the responsibility or does not attend the meetings of a Division Competition Commission, such person may be replaced by the President, who will first appoint the Alternate Representative.



Section 7.05. Quorum. A majority of the voting members of each Division Competition Commission shall constitute a quorum. A majority vote (with a quorum present) of the voting members present shall be necessary to adopt recommendations on rules and specifications or changes in rules and specifications for the control of competition within the particular division. Actions so taken by the Division Competition Commission shall become effective at the time of the next meeting of the Board of Directors of the Corporation unless vetoed or changed by a two-thirds (2/3) vote of the members of the Board of Directors of the Corporation present and voting.

ARTICLE 8

Western States Advisory Competition Commission

Section 8.01. Function. The Western States Advisory Competition Commission shall be advisory and will make recommendations to the appropriate Competition Commissions or to the Board of Directors of the Corporation relative to policy within specific USAC Western States racing divisions. The Western States Advisory Competition Commission will not have rule-making authority nor may it settle disputes arising from any competition and shall act as liaison to the Director of Competition of the Corporation. The Western States Advisory Competition Commission shall represent the Regional or National Divisions of USAC racing that compete primarily in the western United States. These divisions shall include, but not be limited to, the Western States Sprint Car Series, the Western States Midget Car Series and Three-Quarter Midget Car Series.

Section 8.02. Number. There shall be six (6) members of the Western States Advisory Competition Commission, and such number from time to time may be increased or decreased by resolution adopted by not less than a majority of the Board of Directors. The composition of this Commission shall be made up as follows: (i) a Chairman, to be appointed by the President of the Corporation, (ii) the USAC Western States racing supervisor; (iii) one (1) race organizer representing each active division of racing within the Western States Series, to be appointed by the Commission Chairman; (iv) a licensed car entrant representing each active division of racing within the Western States Series, to be appointed by the Commission Chairman; and (v) two (2) non-participant members, who may or may not be USAC officials, appointed by the Director of Competition of the Corporation.

Section 8.03. Term. The Western States Advisory Competition Commission Chairman shall serve for a period of three (3) years. All other members of the Advisory Competition Commission shall serve for a term of one (1) year or until a successor is elected and qualified, or until such member has resigned or been removed.

ARTICLE 9

Financial Affairs

Section 9.01. Contracts. The Board of Directors may authorize any officer or agent to enter into 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 a specific instance.

Section 9.02. Checks, etc. The Board of Directors shall designate depositories for corporate funds and may designate officers or employees of the Corporation who may, in the name of the Corporation, execute drafts, checks and orders for the payment of money in its behalf.

Section 9.03. Investments. The Corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Finance Committee.

ARTICLE 10

Fiscal Year

The fiscal year of the Corporation shall begin on the first day of December of each year and end on the last day of November of the following year.

ARTICLE 11

Corporate Indemnification

To the extent not inconsistent with the laws of the State of Indiana, every person (and the heirs, estate, executors, administrators and personal representative of such person) who is or was a Director or officer of the Corporation shall be indemnified by the Corporation as provided in the Act.



ARTICLE 12 **Discipline**

Section 12.01. Scope. Any member or License holder who does not comply with the Official Competition Rules, or any bulletin duly issued, or who performs any act tending to bring discredit or disrepute on the Corporation or its members, is subject to discipline and may be fined and/or suspended from participation, or expelled from membership.

Section 12.02. Discipline of a Participant. Discipline arising out of a competition and/or directed toward a participant is the responsibility of the Director of Competition, who may be acting upon the recommendation of the Chief Steward(s) of the competition(s) and /or the Division Supervisor(s).

Section 12.03. Discipline in the Membership. Discipline in the membership at large is the responsibility of the President.

ARTICLE 13 **Right to Appeal**

Members shall have the right to appeal any ruling, decision, action, inaction, performance or nonperformance of the Corporation, or of any of its officers, officials, employees or agents by filing a written Notice of Appeal as detailed in the Official Competition Rules.

For a License holder who is not a member, the right to appeal is limited to Protest Hearing decisions referenced in Part XI of the Official Competition Rules and to disciplinary actions referenced in Article 12 of the By-Laws.

The right to appeal for relief from matters directly related to the conduct and/or results of a specific competition is limited to review of the facts and decisions arising from a Chief Steward's Protest Hearing as detailed in the Official Competition Rules.

Hearings, if any, shall be scheduled and appeals reviewed and determined as expeditiously as reasonably possible in view of the nature of the appeal and the relief requested.

Decisions pronounced by a Court of Appeals are final and binding on all parties to such proceeding, and no further remedy is available within or without the organization.

ARTICLE 14 **Public Remedies Prohibited**

No member or License holder against whom disciplinary action has been taken or against whom adverse rulings or decisions have been rendered or who claims to be aggrieved at any ruling, decision or action of the Corporation, or any of its officers, officials, employees, or agents, shall resort to any court, tribunal or office or agency, but shall have as an exclusive remedy all remedies provided for under these Rules and By-Laws.

Any member or License holder who participates in or who is a party to initiating action in or before any court, tribunal or agency shall be subject to dismissal of the action and may also be disciplined pursuant to Article 12 of this Code of By-Laws (Discipline) and, in addition to or in lieu of any other penalty, may be assessed an amount equal to the reasonable attorneys' fees and costs incurred by the Corporation and its officers and agents in defending the action.

ARTICLE 15 **Amendments**

The power to make, alter, amend or repeal the Code of By-Laws is vested in the Board of Directors which power shall be exercised by affirmative vote of two-thirds (2/3) of the membership of the Board of Directors. These By-Laws may be made, altered, amended or repealed at any Annual Meeting of the Board of Directors, or at any special meeting of the Board, which includes such purpose in the notice of such meeting.