

BYLAWS
CENTRAL STATES REGION OF THE
FERRARI CLUB OF AMERICA

ARTICLE 1

NAME AND PURPOSE

Section A-Name

The name of the organization shall be the Central States Region of The FERRARI CLUB OF AMERICA, INCORPORATED. The Ferrari Club of America, Inc., hereinafter referred to as the Club, is a not-for-profit corporation of the state of Illinois.

Section B- Purpose

The purpose of this Region is the same as those of the Club which is to:

1. Inspire ownership, operation, restoration and preservation of Ferrari automobiles throughout North America.
2. Serve the members as a source of information regarding Ferrari history and technical data
3. Organize meets and exhibits
4. Encourage fellowship among Ferrari enthusiasts
5. Assist members in locating Ferrari automobiles and parts

ARTICLE II

MEMBERSHIP

Section A- Membership

Any member of the Club residing within the states of IL, IN, KY, MI, MO and OH shall be deemed to be a member of the Region.

ARTICLE III

MEETINGS

Section A- Meetings

Meetings of the members of the Region may be called by the Regional Representative, Regional Director, Regional Governing Board or the Board of directors of the Club. Such Regional meetings shall be held at a time and place designated by the Regional Governing Board or by the Board of Directors of the Club if they call the meeting. Any meeting of the members of the Region shall be within the Region.

Section B-Notice of Meetings

Written or printed notice of meetings stating the date, time, place and purpose shall be delivered not less than ten nor more than forty days in advance of the meeting date. If mailed, such notice shall be deemed delivered when deposited in the United States mail with postage prepaid, addressed to the member at his address as it appears on the records of the Club.

Section C- Voting

Members in good standing residing within the Region at the time of the meeting will be entitled to one vote on each issue at any Regional meetings.

Section D –Quorum

At meetings, five percent of the total eligible voting membership of the Region shall constitute a quorum.

ARTICLE IV

OFFICERS AND DIRECTORS

Section A- Regional Officers

The officers of the Region shall be:

1. Regional Director
2. Assistant Regional Directors) (a number not to exceed the number of states/provinces in the Region)
3. Regional Secretary
4. Regional Treasurer

Section B- Regional Board of Directors

The officers of the Region will constitute the Regional Governing board. The Regional Governing Board will conduct the administrative affairs of the Region, instruct the committees and insure compliance with the regional By-laws.

The Regional Director will serve as the Chairman of the Regional Governing board. In the event of his death, disability, resignation or disqualification, a chairman shall be elected by the Regional Governing Board from the Remaining members.

The Regional Governing Board will decide the policy of the Region and the fulfillment of duties by the officers.

Meetings of the Regional Governing Board may be called by the Regional director or by any three members of the Regional Governing Board. A majority of the members of the Regional Governing Board will constitute a quorum at all meetings of the Regional Governing Board.

Decisions by the Regional Governing Board may be reached at meetings of the Regional Governing Board or by canvassing the members of the Regional Governing Board by mail. Questions placed before the Regional Governing Board by mail will be decided only by the vote of a majority of all Regional Governing Board members.

ARTICLE V

DUTIES OF OFFICERS

Section A- Duties of the Regional Director

The Regional Director shall be the chief executive officer of the Region. He will preside at all regional meetings and at the meetings of the Regional Governing Board. He will coordinate the affairs of the Region with those of the Club. He will call meetings as prescribed in those By-laws. He will appoint the Chairman of such committees as he or the Regional Governing Board shall establish.

Section B- Duties of the Assistant Regional Director(s)

The Assistant Regional Director(s) will be responsible for such duties as are assigned to them by the Regional Director subject to direction by the Regional Director. In the absence

of the Regional Director or in the event of the Regional Director's death, disability, resignation or disqualification, the Regional Governing Board will appoint one of the Assistant Regional Directors as Acting Regional Director.

Section C- Duties of the Regional Secretary

The Regional Secretary will keep the minutes of all Regional meetings and meetings of the Regional Governing Board. He will issue notice of all meetings in accordance with the Regional By-laws. He will record the results of all votes.

The Regional Secretary shall have custody of all Regional records other than the financial records. The Regional Secretary shall retain copies of Regional correspondence.

The Regional Secretary will make the records of the Region available to inspection by any member of the Region or his agent or attorney for any proper purpose at any reasonable time.

Section D- Duties of the Regional Treasurer

The Regional Treasurer shall have custody of all monies debts, obligations and assets of the Region. He will receive all monies of the Region and deposit them in a bank insured by the Federal Deposit Insurance Corporation. Such account must be in the name of the FCA-Central States Region. He will control and supervise the assets of the Region and the payment of debts and obligations.

The Regional Treasurer shall give bond at the expense of the Region, in the amount designated by the Board of Directors of the Club.

The Regional Treasurer shall, no later than the end of February and the end of September of each calendar year, provide the Treasurer of the Club a full and complete report of the financial status of the Region.

The Regional Treasurer will cause books of the account to be maintained. These books will reflect the full and correct financial status of all receipts, disbursements, balances, assets and liabilities of the Region. All checks and other orders for payment of monies of the Region will be signed by the Regional Treasurer. The Regional Treasurer will make the books and records available for inspection by any member or his agent or attorney for any proper purpose at any reasonable time.

Section E- Interim Appointments

In the event of death, resignation, disability or disqualification of the Assistant Regional Director(s), Secretary or Treasurer, the Regional Director shall make an interim appointment to the office so vacated for the remainder of the unexpired term. Such interim appointments shall be subject to the approval of the Regional Board of Directors.

ARTICLE VI

ELECTION OF OFFICERS

Section A- Nominating Committee

The Nominating Committee shall consist of the three members selected by the Regional Governing Board, one of whom shall be appointed Chairman by the Regional Director.

The Nominating Committee shall consult with prospective nominees, informing them in detail of the duties of the office for which they are being considered, and discuss the qualifications appropriate to each office. The Nominating Committee shall advise the Secretary as to the nominees to be included in the ballot by January 10 of the year in which the election is to be held.

Section B- Ballot

The ballot for the election of Regional officers will be mailed by the Regional Secretary to all voting members of the Region not earlier than February 15 or later than March 1.

Section C- Voting

Ballots will be cast by mail. Voted ballots will be sealed in an unmarked envelope and mailed in a larger envelope with a signed affidavit specifying eligibility to vote by voting members. All votes will be postmarked not later than March 15. The nominee receiving the most votes will be elected. In the event that two or more candidates for the same office receive the same number of votes, a runoff election between those tied candidates will be held. Votes cast by mail that are not counted because of improperly completed affidavits or late postmarks will be retained unopened for a canvass of the election by the Regional Governing Board.

ARTICLE VII

TERM OF OFFICE

Section A- Term of Office

Elections shall be held at least every two years. No person shall hold office for more than two consecutive terms.

ARTICLE VIII

BY-LAWS

Section A- Adoption

The Region by-laws are adopted by the first Regional Governing Board.

Section B- Amending the By-laws

These By-laws maybe amended after approval by the national board by a majority of votes cast by voting members of the Region by (a) mail or (b) at a meeting of members called for that purpose.

Section C- Proposed Amendments

The Regional Governing Board or 10% of the voting members of the Region may propose amendments to the Regional By-laws by submitting proposed amendments to the Regional Secretary in writing.

Section D- Voting

Voting on proposed amendments to the Regional By-laws (a) at a meeting will be by voice vote and (b) when done by mail will be by ballot.

Section E- Voting by Mail

When proposed amendments are voted by mail, ballots will be mailed not more than 30 days nor less than 15 days before the voting date. Failure to properly execute the ballot will void the ballot. Ballots must be postmarked on or before the voting date. All ballots will be retained for survey by the Regional Governing Board before results are announced.

ARTICLE IX

FISCAL YEAR

Section A- Fiscal Year

The Fiscal year of the Region will end on December 31.

ARTICLE X

GOVERNING BYLAWS

Section A- Conformity with National By-laws, Charter, Articles of Incorporation

To the extent any Regional By-laws conflicts with the By-laws, Charter, or Articles of Incorporation for the Ferrari Club of America, Incorporated, any such Regional By-laws shall be invalid.