**BY-LAWS OF WINNING WHEELS, INC.**

ARTICLE I

MEMBERS

SECTION I - CLASSES. The corporation shall have three classes of members. The designation of such class shall be as follows:

A. GENERAL MEMBER - Any person who contributes annual dues of $10.00

per year toward the purpose of this corporation.

B. LIFETIME MEMBER - Any person donating the sum of $100.00 shall be given a lifetime membership.

C. ORGANIZATION MEMBERS - Any organization or entity which donates $25.00 annually for each 50 members of the organization or entity.

SECTION 2 - VOTING RIGHTS. Each and every general member and lifetime member shall be granted one vote at general membership meetings. Each organizational member is entitled to one representative vote at general membership meetings.

ARTICLE II

MEETINGS OF MEMBERS

SECTION I - ANNUAL MEETING. An annual meeting of the members shall be hold immediately preceding the regularly scheduled June board meeting of each year for the purpose of electing Directors and for transaction of such other business as may come before the meeting.

SECTION 2 - SPECIAL MEETINGS. Special meetings of the members may be called by the President of the Board of Directors, or not less than one-tenth of the members having voting rights.

SECTION 3 - NOTICE OF MEETINGS. Written notice stating the place, date and hour of any meeting of members shall be published in the newsletter at least one month before said meeting. In the case of a special meeting the purpose for which the meeting is called shall be stated in the notice.

SECTION 4 - QUORUM. Ten members shall constitute a quorum at any such meeting.

SECTION 5 - PROXIES. Each member entitled to vote at a meeting of members may authorize another person or persons to act for them by proxy, but no such proxy shall be voted or acted upon after 11 months from its date unless the proxy provides for a longer period.

ARTICLE III

BOARD OF DIRECTORS

SECTION 1 - GENERAL POWERS. The affairs of the corporation shall be managed by its Board of Directors.

SECTION 2 - NUMBER AND QUALIFICATIONS. The Board shall consist of up to fifteen (15) individuals chosen from the general membership of the organization.

SECTION 3 - REGULAR BUSINESS MEETINGS. Regular business meetings of the Board of Directors shall be determined by the Board. The Board of Directors may provide by resolution the time and place for the holding of additional meetings of the board without other notice than such resolution.

SECTION 4 - SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by or at the request of the President or any three directors.

SECTION 5 - NOTICE. Notice of any special meeting of the Board of Directors shall be given at least 2 days prior thereto by written notice to each director at his address as shown by the records of the corporation. Said notice may be waived in writing signed by the person entitled to the notice either before or after the time of the meeting. Neither the business to be transacted at nor the purpose of any special meeting of the Board need be specified in the notice unless specifically required by law or by these by-laws.

SECTION 6 - QUORUM. A quorum of the monthly Board of Directors meeting shall be a simple majority of the Directors then serving, provided that if less than a majority of the Directors are present at said meeting, a majority of the Directors are present at said meeting a majority of the Directors present may adjourn the meeting to another time without further notice.

SECTION 7 – LIMITATIONS. At no time shall the number of residents serving on the Board of Directors exceed two.

SECTION 8 - VACANCIES. Any vacancy occurring in the Board of Directors shall be filled by appointment by the Board of Directors. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

SECTION 9 - EXECUTIVE SESSION. The Board of Directors may elect to go into executive session upon motion and majority vote of the members of the Board of Directors in attendance. Only members of the Board of Directors come as special invitees and such other employees or staff members determined to be necessary shall be allowed to remain for said session. The minutes or record of the proceedings of an executive session must be kept confidential and read only in executive session.

ARTICLE IV

OFFICERS

SECTION 1 - OFFICERS. The officers of the corporation shall be a President a Vice President, a Treasurer, a Secretary, and such other officers as may be elected by the Board of Directors. Officers whose authority and duties are not prescribed in these by-laws shall have the authority and perform the duties prescribed from time to time by the Board of Directors. Any two or more offices may be held by the same person.

SECTION 2 - ELECTION AND TERM OF OFFICE. The officers of the corporation shall be elected annually by the Board of Directors in executive session at the annual meeting of the general membership. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as maybe convenient. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and shall have, qualified or until his death or resignation or removal from office.

SECTION 3 - REMOVAL. Any officer elected or appointed by the Board of Directors may be removed by said board whenever in its judgment the best interests of the corporation would be served thereby.

SECTION 4 - PRESIDENT. The President shall be the principal executive officer of the organization. Subject to the direction and control of the Board of Directors, he shall be in charge of the business of the organization; he shall see that the resolutions and directions of the Board of Directors are carried into effect except in those instances in which the responsibility is specifically assigned to some other persons by the board of Directors; and, in general he shall discharge 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. He shall preside at all meetings of the Board of Directors. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the organization, or a different mode of execution is expressly prescribed by the Board of Directors or by these by-laws, the President may execute for the organization any contract deeds, mortgages, bonds or other instruments which the Board of directors has authorized to be executed. The President may accomplish such execution either with or without the seal of the organization and either individually or with the Secretary or any other officer authorized by the Board of Directors, according to the requirements of the form of the instrument.

SECTION 5 - THE TREASURER. The Treasurer shall be the principal accounting and financial officer of the organization. He shall (a) have charge of and be responsible for the maintenance of adequate books of account for the organization; (b) have charge and custody of all funds and securities of the organization, and be responsible therefore and for the receipt and disbursement thereof; and (c) perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors may determine.

SECTION 6 - THE SECRETARY. The Secretary shall (a) record the minutes of the Board of Directors' meetings in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these by-laws or as required by law; (c) be the custodian of the organization records and of the seal of the organization; (d) sign with the President Vice-President or any other officer authorized by the Board of Directors, any contracts, deeds, mortgages, bonds, or other instruments which the Board of Directors has authorized to be executed, according to the requirements of the form of the instrument except when a different mode of execution is expressly prescribed by the board of Directors of these by-laws; (e) have general charge of the books of the organization; (f) perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

SECTION 7 - INDEMNIFICATION. Each person who at any time is or shall have been a director or officer of this corporation shall be indemnified by this corporation, in accordance with and to the full extent permitted by the General Not For Profit Corporation Act of Illinois in effect at the time of adoption of this by-law or as amended from time to time, while acting in the capacity of director or officer. The foregoing fight of indemnification shall not be deemed exclusive of any other rights to which a person seeking indemnification may be entitled under any by-law, agreement, insurance contract, vote of members or disinterested directors or otherwise.

ARTICLE V

CHECKS, DEPOSITS and FUNDS

SECTION 1 - CONTRACTS. The Board of Directors may authorize any officer or officers, or any agent or agents of the corporation, in addition to the officers so authorized by these by4aws, 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 specific instances.

SECTION 2 - CHECKS AND DRAFTS. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and counter-signed by the President of the corporation.

SECTION 3 - DEPOSITS. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

SECTION 4 - GIFTS. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest of devise for the general purposes or for any specific purpose of the corporation.

ARTICLE VI

AMENDMENTS

SECTION I - AMENDMENTS. The power to alter, amend or repeal the by-laws or adopt new by@-laws shall be vested in the Board of Directors unless otherwise provided in the Articles of Incorporation. Such actions may be taken at regular or special meetings for which written notice of the purpose shall be given. The by-laws may contain any provisions for the regulation and management of the affairs of the corporation not inconsistent with the law or the Articles of Incorporation. Notice of any proposed amendment to the by-laws shall be given to the general membership in advance in the newsletter.

ARTICLE VII

DISSOLUTION

SECTION I - DISSOLUTION. If and when a dissolution occurs the assets of Winning Wheels, Inc. will be distributed for a tax exempt purpose and for no other purpose.

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