



Bylaws

Of

SNAKE RIVER KARTERS

Adopted March 5th 2013

Bylaws of
SNAKE RIVER KARTERS

Article I

Purpose

The purpose of this Corporation (Snake River Karters) is the promotion of Kart Racing in the Treasure Valley and surrounding area with an emphasis on competition, sportsmanship and fun.

Article II: General Membership

SECTION 1: Annual Meeting. The annual meeting of the General Membership shall be held during the month of November in each year, beginning with the year 2013, for the purpose of electing the Officers, Board of Directors and the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday in the State of Idaho, such meeting shall be held on the next succeeding business day. If the election of Officers shall not be held on the day designated herein for any annual meeting of the General Membership, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the General Membership as soon thereafter as conveniently may be.

SECTION 2: Special Meetings. Special meetings of the General Membership, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the President or by the Board of Directors, and shall be called by the President at the request of the Members of not less than FIFTY percent (50%) of all the Board Members of the Corporation entitled to vote at the meeting.

SECTION 3: Place of Meeting. The Board of Directors may designate any place, either within or without the State of Idaho, unless otherwise prescribed by statute, as the place of meeting for any annual meeting or for any special meeting. A waiver of notice signed by all Board Members entitled to vote at a meeting may designate any place, either within or out of the State of Idaho, unless otherwise prescribed by statute, as a place for the holding of such meeting.

SECTION 4: Notice of Meeting. Written or e-mailed notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall unless otherwise prescribed by statute, be delivered not less than ten (10) nor more than thirty (30) days before the date of the meeting, to each General Member of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States

Mail, addressed to the General Member at his/her address as it appears on the membership form as filed by the Member, with postage thereon prepaid. If e-mailed, such notice shall be deemed to be delivered when electronically recorded as sent or delivered.

Section 5: Removal. A general membership can be terminated at-will with two-thirds majority vote of the Board of Directors if such removal is found to be in the best interest of the corporation thereof, but such removal shall be without prejudice to the contract rights, if any, of the membership so removed. Such notice shall state purpose of removal and shall be given seventy-two 72 hours to removal.

Article III: Board of 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 Qualifications. The number of directors of the Corporation shall be fixed at 9, but in no event shall be less than six (6). Each director shall hold office until the next annual meeting of General Membership and until his successor shall have been elected and qualified. All votes during any Board of Directors meeting either regular or called within the rules of these ByLaws must be cast in person or live electronic communication at the meeting being held and no proxy votes will be accepted for action by the corporation.

SECTION 3: Regular Meetings. A regular meeting of the Board of Directors shall be held without other notice than this Bylaw immediately after, and at the same place as, the annual meeting of the general membership. The Board of Directors may provide, by resolution, the time and place for the holding of additional regular meetings without notice as are deemed necessary for the competent management of the affairs of the corporation. A regular meeting of the board of directors will be held the first Tuesday of every month following the General Club Meeting at a regular location and will be at the same location every month unless otherwise notified.

SECTION 4: Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two (2) directors. The person or persons authorized to call special meetings of the Board of Directors may fix 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 five (5) days previous thereto written notice delivered personally, e-mailed or mailed to each director at his/her business address or home address as recorded by membership application or recorded after election. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail so addressed, with postage thereon prepaid. If notice is given by e-mail, such notice shall be deemed to be delivered when electronically recorded as sent or delivered to the email addressed listed on the member

application or as recorded and signed after election. If e-mail is not available, written notice sent by US mail is the only acceptable notice. Any director may waive notice of any meeting. The attendance of director at a meeting shall constitute a waiver of notice of such 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 6: Quorum. A majority of the number of directors fixed by Section 2 of this Article III shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such a majority is present at a meeting, a majority of the directors present 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.

SECTION 8: Action without a Meeting. Any action that may be taken by the Board of Directors at a meeting may be taken without a meeting if consent in writing, setting forth the action so to be taken, shall be signed before such action by all the directors.

SECTION 9: Vacancies. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the Board of Directors, unless otherwise provided by law. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. Any directorship to be filled by reason of an increase in the number of directors may be filled by election by the Board of Directors for a term of office continuing only until the next election of directors by the General Membership.

SECTION 10: Removal: Any Director of the board may be removed from office by a majority vote of the General membership at any regular or special meeting of the membership of the corporation if in its judgment, the best interest of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Notice of election of appointment of an officer or agent shall not of itself create contract rights, and such appointment shall be terminable at will. A minimum of seventy-two (72) hours notice of the proposed removal of a director must be given in writing to the board of directors and such director prior to the meeting at which such removal is to be voted upon. Such notice to the board of directors and the director must state the cause for the proposed removal.

Article IV: Officers

SECTION 1: Number. The officers of the Corporation shall be a President, a Vice President, a Secretary and a Treasurer, each of whom shall be elected by the General Membership. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors, including a Chairman of the Board. In its discretion, the board of directors may leave unfilled

any such period as it may determine any office except those of President and Treasurer. Any two or more offices may be held by the same person, except for the offices of the President and Secretary which may not be held by the same person. Officers may be directors of the Corporation.

SECTION 2: Election and Term of Office. The officers of the Corporation to be elected by the General Membership shall be elected annually by the General Membership at the annual meeting of the General Membership. If the election of the officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office until his successor shall have been duly elected and shall have qualified, or until his death, or until he shall resign or shall have been removed in the manner hereinafter provided.

SECTION 3: Removal. Any officer or agent may be removed by the Board of the Directors whenever, in its judgment, the best interest of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights, and such appointment shall be terminable at will.

SECTION 4: Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

SECTION 5: 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 General Membership and of the Board of Directors, unless there is a Chairman of the Board, in which case the Chairman shall preside. He may sign, with the Secretary or any other proper officer of the Corporation thereunto authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of the President and such other duties as may be prescribed by the Board of the Directors from time to time.

SECTION 6: Vice President. In the absence of the President or in the event of his/her death, inability or refusal to act, the Vice President shall perform the duties and the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

SECTION 7: Secretary. The Secretary shall: (a) keep the minutes of the proceedings of the General Membership and of the Board of Directors in one or more minute books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as

required by law; (c) in general perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

SECTION 8: Treasurer. The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the Corporation; (b) receive and give receipts for moneys due and payable to Corporation from any source whatsoever, and deposit all such moneys in the name of Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article 4 of these Bylaws; (c) time to time may be assigned to him/her 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 with such sureties as the Board of Directors shall determine.

Article V: Indemnity

The Corporation shall indemnify its directors, officers and employees as follows:

- (a) Every director, officer, or employee of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him/her in connection with any proceeding to which he may become involved, by reason of his being or having been a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of the Corporation, partnership, joint venture, trust or enterprise, or any settlement thereof, whether or not he is a director, officer, employee or agent at the time such expenses are incurred, except in such cases wherein the director, officer, or employee is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties: provided that in the event of a settlement the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interests of the Corporation.
- (b) The Corporation shall provide to any person who is or was a director, officer, employee or agent of the Corporation, partnership, joint venture, trust or enterprise, the indemnity against expenses of suit, litigation or other proceedings which is specifically permissible under applicable law.
- (c) The Board of Directors may, in its discretion, direct the purchase of liability insurance by way of implementing the provisions of this Article 5.

Article VI: 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 authority may be general or confined to specific instances.

SECTION 2: Loans. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by resolution of the Board of Directors. Such authority 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 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.

SECTION 4: Deposits. All funds of the Corporation not otherwise employed shall be deposited in a timely manner to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Article VII: Fiscal Year

The fiscal year of the Corporation shall begin on the 1st day of JANUARY and end on the last day of DECEMBER of each year starting February 5th 2013.

Article VIII: Waiver of Notice

Unless otherwise provided by law, whenever any notice is required to be given to any shareholder or director or the Corporation under the provisions of these Bylaws or under the provisions of the Articles of Incorporation or under the provisions of the applicable Business Corporation Act, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to giving such notice.

Article IX: Amendments

SECTION 1: These ByLaws may be amended by two-thirds vote of the Board of Directors of the Corporation at any meeting called for this purpose provided changes to the body of the ByLaws are not allowed less than two years from the date of the last signing of this document unless the subject matter subjects the Corporation to undue risk or is detrimental to the Corporation, and shall constitute a unanimous vote by the Board of Directors.

SECTION 2: The ByLaws of Snake River Karters March 5th 2013 shall supersede any and all documents previously recognized as ByLaws or amendments to those ByLaws for the corporation.

The written Bylaws are certified to have been adopted by the Board of Directors of the Corporation on the 5th day of March 2013.

Jeff Shawver
Jeff Shawver, President

Ray Smith
Ray Smith, Vice President

Glenn Young
Glenn Young, Secretary

Denise Cochand
Denise Cochand, Treasurer

Board of Directors

Signature

Printed Name

Date

Tom Ross

TOM ROSS

3-5-13

Roger Cathley

Roger Cathley

3-5-13

Doug Pederson

DOUG PEDERSON

3/5/13

Carl Weaver

CARL WEAVER

3/5/13

Dale Smith

Dale Smith

3-5-13

Ray Cochand

Ray Cochand

3-5-13

Larry E. Cook

LARRY E. COOK

3-5-13

Joe Cook

Joe Cook

3-5-13

Stuart Birkinbine

Stuart Birkinbine

3-5-13

On this, 5th day, of March, 2013, In the State of Idaho, County of Ada, I Denise J. Cochand witnessed the thirteen signatures above to be true and accurate. These thirteen signatures are on this eighth page of, Bylaws of the Snake River Karters.

DENISE T COCHAND
Notary Public
State of Idaho

Denise J. Cochand
Exp. 10/18/2018