

FIRST AMENDED AND RESTATED
BYLAWS
OF
NORTHERN NEVADA KART CLUB
A NEVADA NONPROFIT COOPERATIVE CORPORATION

FIRST AMENDED AND RESTATED BYLAWS OF
NORTHERN NEVADA KART CLUB

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FIRST AMENDED AND RESTATED BYLAWS OF NORTHERN NEVADA KART CLUB

ARTICLE I: NAME, INSIGNIA, REGISTERED AGENT, AND OFFICES

Section 1.01 Name.

The name of the Corporation shall be: NORTHERN NEVADA KART CLUB (hereinafter “the Corporation”).

Section 1.02 Insignia.

Any insignia of the Corporation shall include the Corporation’s name.

Section 1.03 Registered Agent.

The Corporation shall have and maintain continuously in the State of Nevada a Registered Agent, as required by law. The Registered Agent may be changed from time to time by the Corporation’s Board of Directors (hereinafter “the Board”).

Section 1.04 Principal Office.

The Corporation shall continuously have and maintain a Principal Office in the State of Nevada, as required by law. The location of the Principal Office may be changed from time to time by the Board.

ARTICLE II: PURPOSES, POWERS, AND RESTRICTIONS

Section 2.01 Exclusively Exempt Purpose.

The Corporation shall be organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, and in accordance with Chapter 82 of the Nevada Revised Statutes. Notwithstanding any other provision of these Bylaws, the Corporation’s purposes shall be limited exclusively to exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

Section 2.02 Specific Purpose.

The specific purpose of the Corporation shall be as follows:

- a) To promote, encourage, foster and cultivate the preservation, ownership, and operation of vehicles meeting the requirements of one of the Sanctioning Body Formulas (hereinafter “Karts”). (For the purposes of these Bylaws, the term “Sanctioning Body Formulas” shall be interpreted to mean the regulations set forth in the Sanctioning Body Technical Inspection Manual and Regulations, and such other Formulas as may be established by the Board);
- b) To provide technical information regarding Kart building, maintenance, operation, and racing, and to establish rules and regulations governing such Kart-related activities;

- c) To provide, coordinate, and/or facilitate sporting events, programs, hobbies, and other activities for the benefit of the Corporation's Members, their families, and the surrounding community;
- d) To provide, maintain, and improve the Desert Park Raceway (hereinafter "the Facility") for Kart-related recreation and competition among the Corporation's Members, their families, and the surrounding community;
- e) To coordinate, facilitate, and/or host events suitable to test the relative merits of Karts and drivers in a safe environment;
- f) To encourage the technical development of Kart design and engineering;
- g) To foster excellence in Kart operation and maintenance;
- h) To provide opportunities for mentoring and enriching youth through events relating to Kart education, building, maintenance, and racing;
- i) To promote the ideal of good sportsmanship through competition;
- j) To foster community involvement and family interaction;
- k) To contribute to the charitable and civic needs of the surrounding community.

Section 2.03 Powers.

The Corporation shall be entitled to engage in any and all lawful activities that are necessary, proper, useful, incidental, or advantageous to its object and purpose, and shall have all of the rights, powers, privileges, and immunities now or subsequently conferred upon nonprofit corporations organized under the laws of the State of Nevada.

Section 2.04 No Issuance of Stock or Shares.

The Corporation shall not be organized or operated for pecuniary gain. The Corporation shall not issue capital stock or shares, nor shall it distribute gains, profits, or dividends to any Director, Officer, Member, or other person.

Section 2.05 Unauthorized Activities.

Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code; or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Section 2.06 Restricted Political Activities.

No substantial part of the Corporation's activities shall consist of carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of or in opposition to any candidate for public office.

Section 2.07 Prohibition against Private Inurement.

No part of the net income or assets of the Corporation shall ever inure to the benefit of, or be distributable to, its Directors or Officers, or any other private person, except that the Corporation

shall be authorized and empowered to pay compensation for services rendered and to make payments and distributions in furtherance of the Corporation's exempt purposes.

Section 2.09 Restrictions on Distribution of Assets Upon Dissolution.

The property and assets of the Corporation are irrevocably dedicated to exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. Upon the dissolution of the Corporation, any assets remaining after payment of debts and satisfaction of liabilities, but not held on a condition requiring return in the event of dissolution, shall be distributed to one or more organizations engaged in activities substantially similar to those of the Corporation and organized and operated exclusively for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or to a federal, state, or local government, for a public purpose.

Section 2.10 Governing Instruments.

The Corporation shall be governed by 501(c)(3) of the Internal Revenue Code, Sections 81.410 to 81.540, inclusive, of the Nevada Revised Statutes, Chapter 82 of the Nevada Revised Statutes, the Articles of Incorporation and any amendments thereto (hereinafter "the Articles"), these Bylaws, and any rules or regulations adopted by the Board.

ARTICLE III: MEMBERSHIP

Section 3.01 Members.

The Corporation may have one (1) or more Members, as may be determined from time to time by the Board. The qualifications, classes, rights, privileges, obligations, dues, and Meetings of the Corporation's Members may be established and altered by action of the Board. Membership shall not entitle Members to any property rights or ownership in any of the property or assets of the Corporation.

Section 3.02 Membership Classifications.

The Corporation shall have the following six (6) classifications of membership:

- a) **Primary Membership:** Primary Membership is available upon submission of an application, execution of a waiver and release, and payment of Primary Membership dues. Primary Members shall have all privileges accorded to the Corporation's Members, including without limitation, participation in competitions, use of the Facility, attendance of Board and Member Meetings, and voting rights. Each Primary Membership shall be entitled to no more than one (1) vote on any matter properly submitted to the Membership for vote.
- b) **Family Membership:** Family Membership shall be limited to those second degree members of the family of a Primary Member in good standing. The term "second degree relative" is defined as a blood relative which includes but is not limited to the individual's grandparents, grandchildren, aunts, uncles, nephews, nieces or half-siblings. Family Membership is available to such immediate family members upon submission of an application, execution of a waiver and release, and payment of Primary Membership dues. Family Memberships shall continue until revoked, or until the Primary Membership of the qualifying family member expires, whichever is earlier. Family Members shall be entitled

to participate in competitions, use the Facility, and attend Board and Member Meetings, but shall not be entitled to voting rights.

- c) **Sponsored Membership:** One (1) Sponsored Membership per racing season will be issued by the Board from Applications received by the last day of February of that year. Sponsored Memberships will be granted based upon financial need that can be demonstrated through documentation if requested and life factors. A statement of need will be required at the time of Application for consideration by the Board. Sponsored Members can be an individual or can include Family Members. Sponsored Members shall have all privileges accorded to the Corporation's Members, including without limitation, participation in competitions, use of the Facility, attendance of Board and Member Meetings, and voting rights. Each Sponsored Membership shall be entitled to no more than one (1) vote on any matter properly submitted to the Membership for vote. Sponsored Members shall not be required to pay annual membership fees only, but shall be responsible for paying any fees associated with participating in Race Day events.
- d) **Organizational Membership:** Organizational Membership shall be limited to any club, group, or association formed for the purpose of Kart racing and interested in upholding the aims and purposes of the Corporation. Organizational Members shall not be entitled to voting rights. Organizational Membership shall not entitle the constituents of Organizational Members to participate in competitions, use of the Facility, or voting rights.
- e) **Life Membership:** The following individuals are Life Members: Kim Feldt, Rick Jerome, Mitch Kennedy, Mike Arnold, Alex Rassuchine, Steve Dow, Jeff Wamre, and Brud Beaudoin. Approval of Life Memberships shall require the majority vote of the Voting Members present, in person or by proxy, at the first Meeting of the Members following the nomination of the prospective Life Member. Life Members shall have all privileges accorded to the Corporation's Members, including without limitation, participation in competitions, use of the Facility, attendance of Board and Member Meetings, and voting rights. Each Life Member shall be entitled to no more than one (1) vote on any matter properly submitted to the Membership for vote.
- f) **Executive Membership:** Executive Membership shall be limited to Members who pay full Executive Membership dues. Executive Members shall have all privileges accorded to the Corporation's Members, including without limitation, participation in competition, use of the Facility, and attendance of Board and Member Meetings. Each Executive Member shall be entitled to no more than one (1) vote on any matter properly submitted to the Membership for vote. Executive Members shall be exempt from the Corporation's service requirements, excepting assistance with the administration of the Corporation's functions and events.
- g) **Mini-Moto Membership:** Mini-moto Membership is available upon submission of an application, execution of a waiver and release, and payment of Primary Membership dues. Mini-Moto Members shall have privileges accorded to the Corporation's Members, including without limitation, participation in competitions, use of the Facility, attendance of Board and Member Meetings. Each mini-moto Membership shall not be entitled to vote on any matter properly submitted to the Membership for vote. Mini-Moto members are not eligible to run for board of director positions. Mini-moto memberships are limited to primary members that live within 75 miles of the NNKC track.

Section 3.03 Membership Dues.

Initial Membership dues must be paid in full and submitted to the Membership Committee with Membership applications. Membership dues paid after September 30 shall be credited to the following year. Memberships may be renewed each year upon payment of annual dues, the dollar amount of which shall be set each year by action of the Board. Annual dues must be paid in full prior to the first race of the season. Failure to timely pay annual dues shall result in a lapse in Membership and the assessment of non-renewal fees. A discount in the amount of twenty-five dollars (\$25) shall be afforded to Members that submit annual dues prior to January 31 of each racing season. The amount of dues to be levied upon any class of Membership, other than Life Memberships, may be changed, from time to time, by action of the Board.

Section 3.04 Failure to Pay Membership Dues.

No Member shall be entitled to Membership renewal or privileges unless and until all applicable dues have been paid in full, and, in the case of Family Members, unless and until the Primary Member has paid in full all applicable dues. Members that have failed to pay all applicable dues in full shall not be entitled to vote at any Meeting of the Members or submit a vote for the selection of Officers. Members shall only be eligible to earn Club Points for activities occurring after payment of applicable dues, and Club Points shall not be applied retroactively for activities occurring prior to a Member's payment of dues. Members shall only be authorized to access the Facility after payment in full of applicable dues.

Section 3.05 Primary Member Assessments.

Upon action of the Board, assessments may be levied upon Primary Members, provided that the Board has determined, at its sole discretion, that such assessments would be in the best interests of the Corporation, and provided that no Member shall be charged assessments in excess of twenty dollars (\$20) in a single calendar year.

Section 3.06 Organizational Member Sanction Fees.

Upon action of the Board, sanction fees may be levied upon Organizational Members, provided that the Board has determined, at its sole discretion, that such sanction fees are in the best interests of the Corporation and are reasonably proportionate to the benefit afforded to the Organizational Member by conducting the event under the Corporation's sanction.

Section 3.07 Maintenance of Membership.

Failure to abide by these Bylaws or failure to maintain Membership in good standing may result in the forfeiture of Membership. A Member is considered to be in good standing when current on dues and not subject to pending suspension or expulsion proceedings. In the event that a Member issues to the Corporation a check that is returned unpaid, for any reason except for demonstrated financial institution error, the member shall not be in good standing from the date of the return of the check until the date the Member reimburses the Corporation for the unpaid amount and any fees incurred by the Corporation as a result of the returned check. During the period of time that a Primary Member is not in good standing, the membership status of all Family Memberships dependent on the Primary Membership shall also be impaired. Membership privileges, including without limitation, participation in competitions, use of the Facility, and voting rights shall be

suspended during any time period that the Member is not in good standing. A Member's failure to regain good standing within ninety (90) days shall result in forfeiture of Membership status.

Section 3.08 Suspension and Expulsion of Membership.

Members may be suspended or expelled, for cause, by a majority vote of the Directors, provided that the Member has been served with written notice describing the reason for termination at least fifteen (15) days before the effective date of suspension or expulsion, and provided that the Member has been afforded an opportunity to be heard by the Board or a committee appointed by the Board, orally or in writing, at least five (5) business days before the effective date of suspension or expulsion. For the purposes of this Section, "for cause" shall include, without limitation, violation of a Sanctioning Body rule or regulation, violation of these Bylaws, and other forms of misconduct, as defined by the Board. A permanent expulsion shall continue until revoked in writing by the then current Board. All Membership privileges shall be forfeited during suspension or expulsion.

Section 3.09 Withdrawal of Membership.

Any Member may withdraw from Membership upon written notice to the Board. Acceptance of such withdrawal, unless required by its terms, shall not be necessary to make it effective.

Section 3.10 Obligations of Membership.

The Corporation is dependent upon the contributions of its Members. All Primary Members and Family Members shall be required to assist with improvement and maintenance of the Facility and the administration of the Corporation's functions and events. The privileges of Membership are not entitlements, and may be limited or terminated at the discretion of the Board for repeated or continuous failure to carry out Membership obligations.

Section 3.11 Transfer of Membership.

Membership shall not be transferrable or assignable.

Section 3.12 Voting.

Members in good standing with voting rights (hereinafter "Voting Members") are entitled to one (1) vote on any matter properly submitted to the Membership for vote.

Section 3.13 Action without Meeting. Any action required or permitted to be taken at any Meeting of the Members may be taken without a Meeting if, before or after the action, a majority of the Members entitled to vote on the matter consent in writing to the action. If an action requires the affirmative vote of more than a majority of the Voting Members, at least the same number of Voting Members required to approve the action shall be required to consent in writing to take the action without a Meeting. An action by written consent shall have the same force and effect as a vote of the Members at a duly noticed Meeting of the Members. For the purposes of this Section, an email transmission constitutes valid written consent.

Section 3.14 Quorum.

At any Meeting of the Members, the presence of ten percent (10%) of the Members entitled to vote, either in person or by written proxy, shall be necessary to constitute a quorum for the transaction of business. If a quorum is not present at any Meeting of Members, a majority of the

Members present and eligible to vote may adjourn the Meeting without further notice. For the purposes of an action by written consent without a Meeting of the Members, a quorum shall be established by the participation of ten percent (10%) of the Members entitled to vote on the matter at issue.

Section 3.15 Annual Meeting of the Members.

An Annual Meeting of the Members shall be held each year on any day and time following the first Regular Meeting of the Members, and may be held concurrently with any Regular Meeting of the Members. The Annual Meeting of the Members shall be held concurrently with the December Regular Meeting of the Members, unless written notice of alternate scheduling is provided to the Members in accordance with the requirements of these Bylaws

Section 3.16 Regular Meetings of the Members.

A Regular Meeting of the Members shall be held at 6:00 p.m. on the first Tuesday of each calendar month at a location to be designated by the Board, and for the purpose of considering reports and affairs of the Corporation.

Section 3.17 Special Meetings of the Members.

Special Meetings of the Members may be called by the President, the Board, or by written request of no less than fifty percent (50%) of dues-paying Members.

Section 3.18 Notice of Meetings.

Notice shall not be required for Meetings of the members that are held at the regularly scheduled date, time, and location. Where notice of Meetings is required, notice must be delivered to the Members in person, by mail, or by email, to the Member addresses in the Corporation's records, and no less than seventy two (72) hours before the time the Meeting is scheduled to commence.

Section 3.19 Participation by Electronic Communications.

Members of the Members may be conducted through electronic communications, videoconferencing, teleconferencing or other available technology that allows the participants to communicate simultaneously or sequentially. Participating in a Meeting pursuant to this Section constitutes presence at the Meeting.

ARTICLE IV: BOARD OF DIRECTORS

Section 4.01 General Powers.

Subject to the provisions of the laws of the State of Nevada and any limitations in the Articles, these Bylaws, and/or any rules or regulations adopted by the Board relating to actions required or permitted to be taken or approved by the Corporation's Members, if any, the business and affairs of the Corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board.

Section 4.02 Number of Directors.

The Board shall consist of four (4) Directors.

Section 4.03 Election.

Directors shall be elected by Voting Members that have been in good standing for at least sixty (60) days prior to the election. Elections shall be held in December of each year at the Annual Meeting of the Members, or if elections cannot be held at this time, as soon as possible thereafter. Nominations of Primary, Family, Life, and Executive Members in good standing shall be accepted by the Board in November, and Members may only nominate one (1) Member from each of these Membership classes. Candidates will only be placed on the ballot if their nomination is seconded by an eligible Member and accepted by the candidate. Sample ballots shall be sent to Voting Members prior to the Annual Meeting of the Members. Votes may be cast in person or by a written ballot signed by the Voting Member and presented at the Annual Meeting of the Members by the Corporation's Secretary or Treasurer.

Section 4.04 Term of Office.

The term of Directors shall be one (1) year. Each Director's term shall begin on the first Regular Meeting of the Members following the Director's election and shall end upon the Director's death, resignation, or removal, or upon the beginning of the term of a duly elected and qualified successor.

Section 4.05 Resignation.

Any Director may resign from the Board at any time by delivering a written notice to the Corporation's Secretary. Acceptance of such resignation, unless required by its terms, shall not be necessary to make resignation effective.

Section 4.06 Vacancies.

All vacancies resulting from resignation, removal, death, or a failure to fill all open seats during a regularly scheduled election may be filled by vote of the Members at the first Regular Meeting of the Members held after the vacancy occurs. A Director elected to fill a vacancy resulting from removal, resignation, death, or failure to fill all open seats during an election shall be elected to hold office until the next annual election is held and a successor is elected and qualified.

Section 4.07 Annual Meeting.

The Corporation shall hold one (1) Annual Meeting of the Board each year. The date, time, and location of the Annual Meeting of the Board shall be designated by majority vote of the Board.

Section 4.08 Regular Meetings.

Regular Meetings of the Board may be held at dates, times, and locations to be designated by majority vote of the Board.

Section 4.09 Special Meetings.

Special Meetings of the Board may be called upon direction of the Corporation's President or by any two (2) Directors. Notice of Special Meetings of the Board shall be delivered to the Directors in person, by mail, or by email, to the Director addresses in the Corporation's records, and no less than seventy two (72) hours before the time the Meeting is scheduled to commence.

Section 4.10 Notice of Meetings.

Where notice of Meetings is required, notice must be delivered to the Directors in person, by mail, or by email, to the Director addresses in the Corporation's records, and no less than seventy two (72) hours before the time the Meeting is scheduled to commence. .

Section 4.11 Quorum.

Three (3) of the Directors in office shall constitute a quorum for the transaction of business at any Meeting of the Board. In the event that fewer than three (3) Directors are present at any Meeting of the Board or portion thereof, the Meeting may be adjourned without further notice by majority action of the Directors present.

Section 4.12 Voting.

At any Meeting of the Board, each Director that is present and entitled to vote on a given matter shall have one (1) vote. In the event that there is a tie in any vote, the Board shall resume discussions on the motion at issue and conduct one (1) additional vote on the motion. If the second vote on the motion also results in a tie, the motion shall fail.

Section 4.13 Majority Action of Board.

Every action made by a majority of the Directors present at a Meeting of the Board in which a quorum is present shall be an action of the Board, provided that the Articles, these Bylaws, or an applicable provision of law does not require a higher percentage or unanimous vote for approval of the matter at issue.

Section 4.14 Waiver of Notice.

Notice of a Meeting shall be deemed to be waived unless an objection is specifically reserved in the minutes of the Meeting or a written objection is submitted to the Board within six (6) months of the date of the Meeting. Absent such an objection, the business conducted at the Meeting shall be presumed valid.

Section 4.15 Action without Meeting.

Any action required or permitted to be taken at any Meeting of the Board may be taken without a Meeting if, before or after the action, a majority of the Directors entitled to vote on the matter consent in writing to the action. If an action requires the affirmative vote of more than a majority of the Directors, at least the same number of Directors required to approve the action shall be required to consent in writing to take the action without a Meeting. An action by written consent shall have the same force and effect as a vote of the Directors at a duly noticed Meeting of the Board. For the purposes of this Section, an email transmission constitutes valid written consent.

Section 4.16 Participation by Electronic Communications.

Meetings of the Board may be conducted through electronic communications, videoconferencing, teleconferencing or other available technology that allows the participants to communicate simultaneously or sequentially. Participating in a Meeting pursuant to this Section constitutes presence at the Meeting.

Section 4.17 Rules and Regulations.

Directors shall have power to make and adopt such rules and regulations that it deems advisable for the management of the Corporation's business and affairs, provided that such rules and regulations are not inconsistent with applicable law, the Articles, or these Bylaws.

Section 4.18 Compensation of Directors.

The Corporation shall not pay any compensation to any Director for services rendered to the Corporation as a Director, except that Directors' Membership dues shall be waived for the calendar year that they are in office. Directors shall not receive preferential treatment in relation to their role as Directors, nor shall they accept any form of gratuity. This Section shall not prohibit the Corporation from reimbursing Directors for reasonable expenses incurred in the performance of their duties to the Corporation, provided that such reimbursement is approved by a majority vote of the Directors that did not incur the expense at issue.

ARTICLE V: OFFICERS

Section 5.01 Officers.

The Officers of the Corporation shall be a President, Vice-President, Secretary, and Treasurer. The Board, by resolution, may add additional Officers and designate such powers as they may have in accordance with applicable law. These offices shall be held by the Corporation's four (4) Directors.

Section 5.02 Election.

Voting Members shall vote for Officers and Directors in the same election process. Voting Members shall simultaneously elect Directors and select the Officer position that each Director shall hold.

Section 5.03 Term of Office.

The term of all Officers shall correspond with their term as Directors.

Section 5.04 Resignation.

Any Officer may resign at any time by giving written notice to the Corporation's Secretary. Any such resignation shall take effect at the date of the receipt of such notice, or at any later time specified in the notice. Unless otherwise specified in the notice, the acceptance of the resignation shall not be necessary to make it effective.

Section 5.05 Duties of the President.

The President shall be the Chief Executive Officer and head of the Corporation and Chairperson and Presiding Officer of the Board. The President shall, subject to the control of the Board, have general supervision, direction and control of the Corporation's business and Officers. The President shall preside at all Meetings of the Members, if any, and call Special Meetings of the Board when necessary. The President shall serve as an ex-officio member of all committees, appoint committee chairs, and recommend who will serve on committees. The President shall initiate actions to carry out the Board's resolutions and shall consult with Directors and Officers to discuss their roles and assess their performance. The President shall act as the Corporation's spokesperson and shall enforce the Articles, these Bylaws, and any rules or regulations adopted by

the Board. The President shall also have such other powers and duties as may be prescribed by the Board.

Section 5.06 Duties of the Vice-President.

The Vice-President shall be vested with all of the powers and shall perform all duties of the President in the President's absence, and shall have such other powers and duties as may be prescribed by the Board.

Section 5.07 Duties of the Secretary.

The Secretary shall serve as Secretary of the Board and standing committees, unless the Board specifically provides otherwise by resolution. The Secretary shall deliver notices, agendas, and Minutes for all Meetings of the Board and Meetings of the Members. The Secretary shall attend all Meetings of the Board, Meetings of the Members, and committee meetings, record all votes and the Minutes of all proceedings, and keep such votes and Minutes in a Minutes Book, which shall be made available for inspection by all Directors. The Secretary shall be responsible for retrieving, disbursing, and responding to all correspondence to and from the Corporation. The Secretary shall keep a copy of all business related correspondence, which shall be made available for inspection by all Directors. The Secretary shall also have such other powers and duties as may be prescribed by the Board.

Section 5.08 Duties of the Treasurer.

The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, surplus and shares. The Treasurer shall deposit all monies and other valuables in the name and to the credit of the Corporation with such depositories as designated by the Board. The Treasurer shall, with the assistance of the other Officers, create an annual budget for the Corporation. The Treasurer shall balance the Corporation's books on a monthly basis and shall submit a statement of the Corporation's accounts at each Meeting of the Board. The Treasurer shall ensure that the Corporation's books and accounts are open to inspection by any Member or Director. The Treasurer shall also have such other powers and duties as may be prescribed by the Board.

Section 5.09 Delegation of Duties.

In case of the absence of any Officer, or for any other reason that the Board may deem sufficient, the Board may delegate all or any part of the powers or duties of any Officer to any other Officer or Director.

Section 5.10 Additional Officers or Employees.

Additional officer and/or employment positions may be established by action of the Board, if deemed by the Board to be necessary or advisable for the conduct of the Corporation's business. Any officer or employment position established pursuant to this Section shall not continue beyond the term of the Directors that established the position. If the officer or employment position is to receive monetary compensation from the Corporation, excepting reimbursement for reasonable expenses, a majority vote of Voting Members at a duly convened Meeting of the Members shall be required.

ARTICLE VI: COMMITTEES

Section 6.01 Committee Formation

The Board may, from time to time, designate and appoint committees deemed necessary and expedient by the Board for purposes including, without limitation, assistance with the Corporation's administration and events.

Section 6.02 Committee Chairs and Members.

Committee chairs shall be appointed by the Board and shall be answerable to the Board for the actions of the committee. The committee chair shall appoint committee members, as necessary to perform the duties of the committee.

Section 6.03 Committee Powers.

Committee shall have and exercise only the power and authority explicitly conferred upon them by the Board. All committees shall operate in accordance with the policies established by the Board. The Board may authorize such committees to exercise any powers, responsibilities, and duties consistent with the Articles, these Bylaws, and applicable law.

ARTICLE VII: CONTRACTS, FINANCES, FISCAL YEAR

Section 7.01 Contracts.

Except as otherwise provided in these Bylaws, the Board may authorize any Officer or Agent to enter into any contract, deed, or lease, or to execute any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances and shall require majority approval of the Board.

Section 7.02 Bank Accounts.

The banks or credit unions to be used by the Corporation may be determined from time to time by the Board.

Section 7.03 Payments.

All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of or payable by the Corporation must be approved by resolution of the Board. The Corporation's Officers and any Agents delegated by majority vote of the Board shall be authorized to make electronic payments in the name of and on behalf of the Corporation, provided that such payment has been approved by resolution of the Board.

Section 7.04 Authorized Signers.

The Corporation's President, Vice-President, Treasurer, and Secretary shall be authorized signers for all bank accounts, checks, and other evidences of indebtedness in the Corporation's name.

Section 7.05 Deposits.

All funds that belong to the Corporation shall be promptly deposited regularly to the credit of the Corporation within pre-selected accounts.

Section 7.06 Gifts.

The Board may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the nonprofit purposes of the Corporation.

Section 7.07 Fiscal Year.

The Corporation's Fiscal Year shall begin on January 1 and end on December 31 of each year.

ARTICLE VIII: BOOKS AND RECORDS, REVIEW, NOTICE

Section 8.01 Corporate Books and Records.

The Corporation shall keep the following documents at its Principal Office:

- a) Minutes of all Meetings of the Members, Board and committees, indicating the time and location of such Meetings, whether Regular or Special, how called, the notice given, the names of those present, and the proceedings thereof;
- b) Adequate and correct books and records of account, including accounts of its properties and business transactions, and accounts of its assets, liabilities, receipts, gains, and losses;
- c) A record of its Members, if any, indicating each Member's name, address, class of Membership, and the start and termination date of the Membership;
- d) A certified copy of the Articles and any amendments and/or restatements to date; and
- e) A copy of these Bylaws and any amendments and/or restatements to date.

Section 8.02 Financial Records.

The Corporation's financial records shall be maintained in accordance with generally accepted accounting procedures ("GAAP"), and in accordance with the requirements of any grants or other sources of funding awarded to the Corporation.

Section 8.03 Financial Review and Audit.

After the annual election of the Board, and no later than February 15 of each year, the incoming Board shall facilitate, and the Corporation shall fund, a Financial Review of the Corporation's financial accounts, books and records by a Certified Public Accountant (hereinafter "CPA"). If required by statute or contractual obligation, demanded by a regulatory agency, requested by a funder as a condition of funding, or otherwise recommended and authorized by the Board, the Corporation's financial accounts, books and records shall be subject to an Audit prepared by an Independent Auditor. For any year that an Audit is conducted, a separate Financial Review shall not also be required. The outgoing and incoming Treasurers, or the continuing Treasurer, shall cooperate with and provide any necessary assistance to the CPA conducting a Financial Review and/or the Independent Auditor conducting an Audit. Neither the CPA or Independent Auditor, nor any member of the CPA or Independent Auditor's firm shall be an Officer, Director, Member,

employee or volunteer of the Corporation or a relative of an Officer, Director, Member, employee or volunteer of the Corporation.

Section 8.04 Inspection Rights of Members and Directors.

The Corporation's books of account, Minutes, Membership Ledger, and financial records shall be open to inspection upon at least five (5) days written demand of any person with written authorization from at least fifteen percent (15%) of the Corporation's Members, any Director, or any Member, during normal business hours and for a purpose reasonably related to the Member's interest as a Member or the Director's interest as a Director, and shall be exhibited at any time when required by the demand of ten percent (10%) of the Members represented at any Meeting of the Members. Such inspection may be made in person or by an agent or attorney, and shall include the right to make copies. Demand for inspection, other than at a Meeting of the Members, shall be made in writing upon the President or Secretary of the Corporation.

Section 8.05 Notice.

When written notice is required by the Articles, these Bylaws, and/or any rules or regulations adopted by the Board, service of such notice may be effected by personally serving the recipient or sending the notice to the recipient by certified mail or email to the mailing or email address kept in the Corporation's books and records.

Section 8.06 Waiver of Notice.

Whenever any notice is required to be given under the Articles, these Bylaws, and/or any rules or regulations adopted by the Board, 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 the giving of such notice.

ARTICLE IX: LIABILITY, INDEMNITY AND INSURANCE

Section 9.01 Liability of Officers and Directors.

The Corporation's Officers and Directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation or for monetary damages relating to their conduct as Officers or Directors, provided that they have (i) acted within their authority; (ii) served in a manner they believe to be in the best interests of the Corporation; (iii) served in good faith; and (iv) acted with such care as an ordinarily prudent person in a like position would use under similar circumstances. This Section shall not eliminate or limit any liability of an Officer or Director (i) for any breach of the Officer's or Director's duty of loyalty to the Corporation; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; or (iii) for any transaction from which the Officer or Director derived an improper personal benefit.

Section 9.02 Liability of Members and Employees.

No Member or employee of the Corporation shall be personally liable for any debts, liabilities, or other obligations of the Corporation

Section 9.03 Indemnity.

The Corporation shall, to the extent permissible under the law, indemnify all present and former Officers and Directors against all expenses and liabilities reasonably incurred by or imposed in connection with any threatened, pending or completed action, suit, or proceeding relating to actions or omissions made in good faith and under the reasonable belief that such action or omission was in the best interests of the Corporation. All settlements or compromise payments shall be approved by majority vote of all Directors that are not parties to the dispute at the time of the vote. No amendment or repeal of any provision of these Bylaws that adversely affects the right of an indemnified person under this Section shall apply to the indemnified person with respect to any acts or omissions occurring prior to the amendment or repeal, unless the indemnified person provides written consent to the amendment or repeal. Notwithstanding any other provision of these Bylaws, no indemnification shall be provided to any person if, in the opinion of counsel, payment of such indemnification would cause the Corporation to lose its tax-exempt status from federal income taxation.

Section 9.04 Insurance.

The Board may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of Corporation's Officers, Directors, employees, and agents against liabilities arising out of actions and/or omissions made on behalf of the Corporation and/or in relation to their service to the Corporation, regardless of whether the Corporation would have the power to provide indemnification against liability for such actions and/or omissions under the Articles, these Bylaws, or other provisions of applicable law.

ARTICLE X: CONFLICTS OF INTEREST

Section 10.01 Purpose of Conflicts of Interest Policy.

The purpose of the conflict of interest policy is to protect the Corporation's tax-exempt status when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an Officer or Director of the Corporation or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 10.02 Interested Person.

An "Interested Person" is any Director or that has a direct or indirect financial interest.

Section 10.03 Financial Interest.

A person has a "Financial Interest" if the person has, directly or indirectly, through business, investment, or family:

- a) An ownership or investment interest in any entity with which the Organization has a transaction or arrangement;
- b) A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or;
- c) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

For the purposes of this Section, "Compensation" includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest, and, pursuant to these Bylaws, a person with a financial interest only has a conflict of interest if a majority of disinterested Directors determine that a conflict of interest exists.

Section 10.04 Duty to Disclose.

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Directors that are considering the proposed transaction or arrangement.

Section 10.05 Determining Whether a Conflict of Interest Exists.

After disclosure of the financial interest and all material facts, and after any discussion regarding the potential conflict of interest, the interested person shall leave the Board Meeting while the remaining disinterested Directors discuss the potential conflict of interest and hold a vote to determine whether the conflict of interest exists.

Section 10.06 Procedures for Addressing the Conflict of Interest.

If the Board determines that a conflict of interest exists, the following procedure shall apply:

- a) The interested person may make a presentation at the Board Meeting, but the interested person must leave the meeting while the disinterested Directors discuss and vote on the transaction or arrangement involving the possible conflict of interest;
- b) The Corporation's President shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement;
- c) After exercising due diligence, the Board shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest;
- d) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board shall determine, by a majority vote of disinterested Directors, whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, the Board shall make its decision as to whether to enter into the transaction or arrangement.

Section 10.07 Violations of the Conflicts of Interest Policy.

If the Board has reasonable cause to believe that an interested person has failed to disclose actual or possible conflicts of interest, it shall inform the interested person of the basis for such belief and afford the interested person an opportunity to explain the alleged failure to disclose. If, after hearing the interested person's response, and after making further investigation as warranted by the circumstances, the Board determines that the interested person has failed to disclose an actual or possible conflict of interest, appropriate disciplinary and corrective action shall be taken.

Section 10.08 Records of Conflicts of Interest.

The Minutes of a Board Meeting in which a potential or actual conflict of interest is discussed shall contain the following:

- a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the decision of the Board as to whether a conflict of interest exists; and
- b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 10.09 Compensation.

Directors that directly or indirectly receive compensation from the Corporation for services are precluded from voting on matters pertaining to their compensation. No Director that directly or indirectly receives compensation from the Corporation for services shall be prohibited from providing information about compensation to any committee.

Section 10.10 Annual Statements.

Each year, all Directors and Officers sign a statement affirming that they:

- a) Have received a copy of the conflicts of interest policy;
- b) Have read and understand the policy;
- c) Have agreed to comply with the policy; and
- d) Understand that the corporation is charitable and, in order to maintain federal tax-exempt status, it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

Section 10.11 Periodic Reviews.

To ensure that the Corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, the Corporation shall conduct periodic reviews that include the following:

- a) Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining;
- b) Whether partnerships, joint ventures, and arrangements with management organizations conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit, or in an excess benefit transaction.

Section 10.12 Use of Outside Experts.

When conducting the periodic reviews as provided in these Bylaws, the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of its responsibility for ensuring that periodic reviews are conducted.

ARTICLE XI: AMENDMENTS AND APPENDICES

Section 11.01 Amendment by Board of Directors.

Subject to the right of the Corporation's Members to alter, amend, repeal, or adopt the Corporation's Bylaws, and except as otherwise specified under applicable provisions of law, the Corporation's Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted, by a majority approval of the Board, excluding any provision or amendment thereof changing the authorized number of Directors, and provided that the Corporation's Members are provided with any changes to the Bylaws at the first Meeting of the Members following the Board's action to alter, amend, repeal, and/or adopt the Bylaws.

Section 11.02 Amendment by Members.

The Corporation's Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted, by a majority approval of the Voting Members present at a duly held Meeting of the Members, or by written resolution without a Meeting approved by a majority of Voting Members.

Section 11.03 Superseding and Forgoing Bylaws.

Notwithstanding anything to the contrary contained in these Bylaws, amendments to the Bylaws shall supersede and amend any contrary provisions set forth in the foregoing Bylaws.

Section 11.04 Appendices.

These Bylaws shall be interpreted include any additional document attached hereto that is designated as an Appendix to these Bylaws and made a part hereof, and as may be modified through deletion, addition, and/or amendment by unanimous action of the Board.

ARTICLE XII: CONSTRUCTION

Section 12.01 Titles.

Titles and subtitles are used in these Bylaws for convenience in reference only and do not necessarily mean or imply that all provisions with reference to any particular topic are contained in the Section headed by a particular title or subtitle.

Section 12.02 Construction.

In the case of any conflict between the Articles and these Bylaws, the Articles shall control.

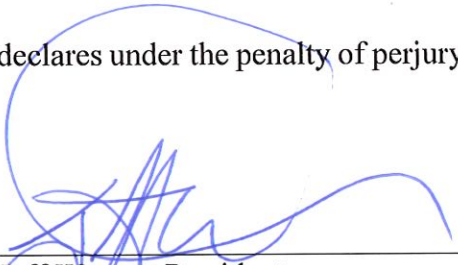
CERTIFICATE OF ADOPTION
AMENDED AND RESTATED BYLAWS
OF
NORTHERN NEVADA KART CLUB
A NEVADA NONPROFIT COOPERATIVE CORPORATION WITHOUT STOCK

The undersigned hereby certifies as follows:

1. I am the duly elected and acting President of Northern Nevada Kart Club (hereinafter “the Corporation”), a nonprofit cooperative corporation without stock organized and operating under the laws of the State of Nevada, and I have been authorized by the Corporation’s Board of Directors to execute this Certificate.
2. On November 2, 2021, the Corporation held a duly noticed Meeting of the Members, at which the Corporation’s Members passed a resolution to approve and adopt the foregoing Amended and Restated Bylaws, with seventeen of the Corporation’s ninety-one voting Members participating in the vote, seventeen voting in favor of the resolution and zero voting against the resolution to add 3.02 section f.
3. The preceding document is a true, correct, and complete copy of the Corporation’s Amended and Restated Bylaws, as duly adopted in accordance with the laws of the state of Nevada on January 28, 2022.

Upon knowledge and belief, the undersigned declares under the penalty of perjury that that the foregoing is true, correct, and complete.

DATED: 2-1-22



Jeff Wamre, President
Northern Nevada Kart Club