

NODAK RACE CLUB INC. BY LAWS

Amended April 24, 2010

Mission Statement

The goal of this club is to provide a safe and competitive format by which its members can compete in the sport of auto racing while providing entertainment for the fans.

ARTICLE I

Section 1. The corporation existing under these By Laws and the Articles of Incorporation on file with the Secretary of State of North Dakota, Bismarck, North Dakota and is listed as Nodak Racing Club Inc, Minot, North Dakota.

Section 2. The objects of this corporation are set forth in the Articles of Incorporation.

ARTICLE II

Membership:

Section 1. All persons who are of good standing and interested in the promotion and development of motorized events shall be eligible to apply for membership in this corporation.

Section 2. Application for membership shall be submitted on such form as may be prescribed or modified by the Board of Directors.

Section 3. All applications for membership shall be acted upon in 60 (sixty) days following the making of such application and shall, at such meeting, be accepted, rejected, or referred for further investigation and consideration. A rejected application shall not again be considered until after the expiration of 6 (six) months from the date of such rejection.

Section 4. Any member of this corporation may be expelled for cause by a 2/3rds vote of the general membership present at a general meeting after charges are preferred and considered at a general or special meeting of the membership. The member to be expelled shall be notified by registered mail at least 3 (three) days in advance of the meeting and shall be given opportunity to be present at such meeting and the voting on same shall be by ballot.

Section 5. A member who has been expelled or suspended from the club for any cause may be reinstated to membership by a 2/3rds vote of the general membership, provided that he or she makes payment of any arrears in his or her dues and pays any other regular dues which may then be payable.

Section 6. The annual membership dues, as set by the Board of Directors, shall be due and payable on or before the first day of January of each year and shall be payment of the membership dues from then up until the 31st of December of that year. There shall be no proportioning or pro-rating of the annual dues. A 5 (five) month grace period shall be allowed members for paying dues. Any member who has not paid his dues on or before June 1 of any year shall be dropped from membership. Thereafter he or she cannot be reinstated to membership unless such person files a new application for membership accompanied by payment of dues and by approval of the Board of Directors, as provided for the approval of new members.

Section 7. Drivers must be eligible for a state driver's license or receive board approval to drive in any races sponsored by this corporation. Minors (anyone under the age of 18) must have parents or guardians present a fully executed signed written consent form in order to drive in any races sponsored by this corporation.

Section 8. Honorary membership. The membership by a 2/3rds vote of the members present at any general meeting may confer honorary membership in Nodak Racing Club Inc. upon such person or persons as is deemed proper. Honorary members shall have no voting rights or other interest in the corporation and shall not be eligible to hold a corporation office. All past presidents are lifetime members with full voting and other rights. The board of directors reserves the right to approve a lifetime to someone worthy of it.

ARTICLE III

Officers and Directors:

Section 1. The business and administrative affairs of this corporation shall, except as otherwise provided by the By Laws, be vested in the Board of Directors consisting of 5 (five) persons elected as directors and 4 (four) officers.

Section 2. The officers of this corporation shall be President, Vice-President, Secretary and Treasurer. The term for the officers shall be 2 (two) years staggered with the President and Secretary being elected on even numbered years, and the Vice-President and Treasurer being elected on odd numbered years.

Section 3. The term for the directors shall be with 2 (two) directors at 2 (two) year terms and 3 (three) directors at 1 (one) year terms. Election of the directors shall be on a staggered format.

Section 4. Board members shall serve no more than 6 (six) consecutive years.

Section 5. The annual meeting of the general membership and the election and installation of officers and directors shall be held yearly at a date, time and place as is fixed by the Board of Directors. All persons elected as officers and directors shall take office upon their installation at or following such election and shall serve until their successors are elected and qualify or as otherwise provided herein.

Section 6. At all elections voting for directors and officers shall be by ballot and the candidate receiving plurality of votes would be declared the winner. Any vacancy at election time because of a vacancy being created by the election or other reasons will be elected by the body in the above manner.

Section 7. No member of this corporation shall be eligible to hold office as an officer or director in this corporation unless he or she is in good standing and unless he or she has been a member of the Nodak Racing Club Inc. for one year previous to such election.

Section 8. The duties of the officers and the directors shall be those usually appertaining to such officers and directors and as further provided in these By Laws. All vacancies existing in the Board of Directors or in any of the offices shall be filled by a majority vote of the remaining persons serving on the Board of Directors and a person so appointed shall hold office for the unexpired term of the person whom he succeeds. A vacancy shall exist when any officer or director is absent from board meetings for 3 (three) consecutive meetings, without board approval.

ARTICLE IV

Finance:

Section 1. The revenues of this corporation shall be derived from membership dues and from such other sources as may be approved by the Board of Directors.

Section 2. All expenditures of the corporation funds shall be authorized by the Board of Directors.

Section 3. The books and finances of this corporation shall be audited each year at the end of the racing season, before the annual awards banquet, by either an auditing

committee, a public accountant, or by both, as determined by and selected by the Board of Directors.

Section 4. The President, Vice-President, and Treasurer prior to qualifying as such officers shall be required to post a fidelity bond in the sum of at least \$2000.00 (two thousand dollars) each or in such a larger sum as may be fixed and determined by the Board of Directors. The premium for such bonds shall be paid by the corporation.

ARTICLE V

Duties of the Officers

Section 1. Duties of the President: It shall be the duty of the president to preside at all meetings of the board and of the membership and to have general supervision over the business and affairs of the corporation and such officer shall be the chief executive of the corporation. He or she shall make an annual report covering the business of the corporation for the year, and recommendations for the ensuing year, which shall be read at the annual meeting of the membership. A president will vote only to break a tie.

Section 2. Duties of the Vice-President: The vice-president shall assume and discharge the duties of the office of president in the absence or disability or when called upon by the president.

Section 3. Duties of the Secretary: The secretary shall have charge of keeping a full and correct record of all proceedings of all meetings, shall handle all correspondence and all other secretarial duties as directed by the Board of Directors.

Section 4. Duties of the Treasurer: The treasurer shall render reports to the membership when called upon at meetings or under the direction of the president. He or she shall supervise all finances and funds of the corporation and shall sign all checks disbursing the money and shall render regular financial statements to the Board of Directors at each meeting. No disbursements shall be made by the treasurer unless first approved by the Board of Directors. All checks issued by him or her must be countersigned by the president or vice-president and all other treasurer duties as directed by the Board of Directors.

Section 5. The Board of Directors is authorized to employ a person for such duties as it may seek to delegate.

ARTICLE VI

Meetings:

Section 1. Regular meetings of the membership may be held monthly or time and place as affixed by resolution of the Board of Directors.

Section 2. The president of the corporation or a majority of the Board of Directors shall have the power to call a special meeting of the membership at anytime. A member may call a special meeting by presenting 20 (twenty) certified signatures of the corporation's current members to the Board of Directors, whereas the Board of Directors shall set a meeting date.

Section 3. 20 (twenty) members represented in person shall constitute a quorum as a meeting of the membership.

Section 4. No further notice of regular meetings is required. Notice of a special meeting shall be given by mailing a copy of the notice and or an electronic notification of such special meeting to each member of the corporation directed to his or her address shown upon the corporation mailing list or by electronic notification. Such notice shall be mailed or posted electronically at least 10 (ten) days prior to such meeting and shall state in general terms the reason for which the special meeting is called. Such notice may be in the form of a mailing and/or electronic notification.

Section 5. Each member shall furnish the secretary or treasurer of the corporation with his or her address for mailing purposes.

ARTICLE VII

Rules of Order:

Section 1. The procedure followed at all meetings of this corporation shall be provided in "Roberts Rules of Order" except as may be otherwise provided by these By Laws.

Section 2. The order of business at all regular meetings of the membership shall be as follows:

1. Call to order
2. Reading of the minutes of the previous meeting
3. Reports of standing committees
4. Treasurer's report
5. Reports of special committees, if any

6. Unfinished business

ARTICLE VIII

Liability of Membership:

Section 1. The property of the members of this corporation shall in no event be liable for the corporation debt or liabilities.

ARTICLE IX

Contracts and property transfers:

Section 1. This corporation is authorized to buy, lease, sell, mortgage, or otherwise acquire or dispose of real and personal property as authorized by the Articles of Incorporation.

Section 2. A majority of the full membership of the Board of Directors shall be required in order to authorize the sale or encumbrance of personal property of the corporation the value which exceeds \$100 (one hundred dollars).

Section 3. All contracts of whatsoever nature and all instruments in connection with the purchase, sale or encumbrance of corporation property shall be executed in behalf of the corporation by the president or vice-president and attested by the secretary or treasurer.

ARTICLE X

Race Car Rules:

Section 1. Racing rules will be voted on each year at a designated rules meeting. All rules must be approved by a simple majority of the votes cast.

Section 2. All racing rules adopted and promulgated by this corporation must be strictly adhered to by the members. Any member violating any of the adopted and promulgated rules may be expelled from membership.

Section 3. Each member upon request shall be entitled to a copy of the racing rules adopted by the corporation. Regardless of whether a member has received such a copy, he or she shall be fully chargeable with knowledge of the contents thereof.

Section 4. All racing rules may be amended, adopted and promulgated at a special meeting by 2/3rds vote of the members attending this special meeting.

Section 5. The addition of a new class requires a 2/3rds vote of the general membership present at a general meeting. The deletion of an existing class requires a 2/3rds vote of the general membership present at a general meeting.

ARTICLE XI

Amendments:

Section 1. These By Laws may be amended by any regular meeting of the membership present by affirmative vote of 2/3rds of the members attending such regular meeting provided that the proposed amendment shall have been delivered by mail or by electronic transmission, to all members at least 10 (ten) days in advance of the date when such amendment is to be voted upon, notifying said members that at such meeting a proposal to amend the By Laws is to be voted upon.