

Bylaws

OF

The Racers Under The Son – Oregon

An Oregon Nonprofit Religious Corporation

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PREAMBLE

In order to glorify the name of our Lord Jesus Christ in an organization independent of, and unrestricted by denominational ties, and praying that through us He may edify the saints and bring the lost to a serving knowledge of Himself, do ordain and establish these Bylaws.

ARTICLE 1

NAME

Section 1.01. **Name.** The name of this corporation is RACERS UNDER THE SON -OREGON (“Corporation”).

ARTICLE 2

OFFICES

Section 2.01. **Principal Office.** The principal office for the transaction of the activities and affairs of the Corporation is located at 119 NW 24th Street, McMinnville, OR 97128. The Board of Directors (“Board”) may change the location of the principal office. Any such change of location must be noted by the Secretary on these Bylaws opposite this Section; alternatively this Section may be amended to state the new location.

Section 2.02. **Other Offices.** The Board may at any time establish branch or subordinate offices at any place or places where the Corporation is qualified to conduct its activities.

ARTICLE 3

PURPOSE; DEDICATION OF ASSETS

Section 3.01. **Specific Purpose.** The specific purpose of the Corporation is to provide an organization where the Christian faith is promoted through Christian fellowship and evangelization to motorcycle riders, and to carry on other activities associated with this goal as allowed by law.

Section 3.02. **Dedication of Assets.** The Corporation’s assets are irrevocably dedicated to religious purposes. No part of the net earnings, properties, or assets of the Corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or to any Director or officer of the Corporation. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed to a nonprofit fund, foundation, or corporation that is organized and operated exclusively for charitable purposes.

Section 3.03. **Implementation of Purpose.** This Corporation is a Christian ministry and is formed to glorify God in all we say and do and we commit ourselves to the following objectives according to the Holy Scriptures:

1. The Worship and Praise of God our Father and His son, Jesus Christ our Lord. REF: Psalm 150:6; John 4:23-24; 9:35-38; Heb. 1:6; 13:15; Rev. 4:9-11; 22:89;

2: The Edification and Encouragement of our members in their understanding and application of God’s Word to their daily lives. REF: Acts 2:42; 11:22-23; 14:22, 23; Rom. 12:1 -21; Eph. 4:11-16; II Tim. 3:14-17; Heb. 10:24-25;

3. The enjoyment of motorcycle riding activities with other believers in Christ; .

4. The sharing of the Gospel with unbelievers in and through motorcycle riding;

5. The practice of obedience to the teachings of Christ and following His example;

a. To have fellowship with one another;

b. To build up the body of Christ; and

c. To bring the lost to the saving knowledge of Jesus Christ in and through this motorcycle club.

6. To do each thing and everything necessary suitable and proper for the accomplishment of these objectives, either alone or in association with other corporations, firms or individuals and do every act or acts, thing or things incidental or pertinent to or arising from or connected with the aforesaid objectives, or any part or parts thereof; provided however that the same be not consistent with the laws under which the corporation is organized.

ARTICLE 4

CONSTRUCTION AND DEFINITIONS

Section 4.01. **Construction and Definitions.** Unless the context requires otherwise, the general provisions and rules of construction, shall govern the construction of these Bylaws. Without limiting the generality of the proceeding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, the plural includes the singular, and the term “Person” includes both a legal entity and a natural person.

ARTICLE 5

MEMBERS

Section 5.01. Eligibility, Statement of Faith, Responsibilities.

A. Eligibility. Any Person: (a) dedicated to the purposes of this Corporation and who agrees in writing to the “Statement of Faith” as defined in Subsection B of this Section, which appears on the “Application for Membership;” and (b) who is interviewed by a Member of the Board and receives a positive evaluation as reported to the Board, shall be eligible for membership upon approval of such Application for Membership by affirmative vote of the Board, and approval of such Application for Membership by affirmative vote of the general membership at a meeting of the Members, and upon payment of such dues, fees, and assessments as the Board may fix from time to time. Membership shall be extended, without additional dues, fees, or assessments to a Member’s spouse, children 18 years of age or

younger, and children who are full time students who are 21 years of age or younger (each such family group shall collectively be referred to herein as a "Member Family Unit").

B. **Statement of Faith.** The Corporation is a non-denominational association of Christian off road enthusiasts and these are our beliefs ("Statement of Faith"):

1. We believe the Bible is the verbally inspired word and revelation of God, inerrant, infallible and God-breathed. REF: Psalm 19:7-11; II Tim. 3:16-17; II Pet. 1:16-21.

2. We believe in the Deity of Jesus Christ - His virgin birth; that He is the incarnation of the Father - very God of very God, for Whom and by Whom all things were created. REF: John 1:1-14.

3. We believe in the substitutionary atonement of the Lord Jesus Christ, that He by the grace of God tasted death for every man, and that all must be born again or are forever lost. REF: Heb. 2:9; John 6:44-69; John 3:1-18.

4. We believe in the physical resurrection of the Lord Jesus Christ and that He ascended bodily into the heavens, and is now at the right hand of God as our mediator, priest, and advocate. REF: Acts 3:12-26; John 20; Heb. 9:24; I Cor. 15:12-28.

5. We believe in the universality and exceeding sinfulness of sin. REF: Ezek. 18:4; Rom. 3:1-26; Rom. 6:23. ‘

6. We believe in the Triune God manifest in three Persons - God the Father, God the Son, and God the Holy Spirit. REF: I John 5:1-8. The Holy Spirit is the infallible interpreter of the infallible Bible.

7. We believe in the personal coming of our Lord Jesus Christ (1) for His saints; (2) with His saints to reign a thousand years over this earth. REF: I Thess. 4:13-18; I Cor. 15:50-55; Rev. 19:19-20; Rev. 10:1-6.

8. We believe that heaven is a place for eternal blessedness and that Hell is a place of eternal suffering. REF: II Cor. 5:1-10; Rev. 20:1-15; Rev. 21 and 22.

9. We believe in the indwelling of the Holy Spirit for all Christians. REF: Rom. 8:14-27.

10. We believe in the Great Evangelistic Commission of the Lord Jesus Christ, "Go ye, therefore, and teach all nations, baptizing them in the Name of the Father, and of the Son, and of the Holy Ghost." REF: Matt. 28:16-20; Acts 1:8.

11. We believe that all followers of the Lord Jesus must maintain good works, abide in Christ. REF: Eph. 4:1-32; Titus 2:1-5; Titus 3:1-11.

12. We believe in the personality and reality of Satan. REF: Rev. 12:9-10; Matt. 4:2-11; Isa. 14:12-17; John 8:44.

C. **Responsibilities of Membership.** It shall be the responsibility of each Member to: (a) adhere to the Lord Jesus Christ; (b) abide by the Corporation's Bylaws and rules; (c) participate actively in the affairs of the Corporation whenever possible; (d) pray for our club and its Members; and (e) strive for unity in the Body of Christ.

Section 5.02. **Member in Good Standing.** A "Member in Good Standing" is defined as a Member who has paid the required dues, fees, and assessments, and who is not suspended.

Section 5.03. **Classes.** There shall be the following classes of Members:

A. **Regular Members.** Any Person upon the Board's approval of an applicant's Application for Membership, and the general membership, and upon payment of such dues, fees, and assessments as the Board may fix from time to time is a "Regular Member. " The Secretary shall maintain the roll of membership to qualify voting Members.

B. **Affiliate Members.** An "Affiliate Member" is a Person or entity that intends to participate in fewer than two (2) of the Corporation's events and meetings, during a calendar year, or who requests to be an Affiliate Member. Other than voting rights, Affiliate Members will have all rights and privileges of regular membership. An Affiliate Member may request, in writing, to become a Regular Member and, upon approval by the Board, such *Affiliate Member* shall become a Regular Member. Regular Members may become Affiliate Members upon their written notice to the Board.

Section 5.04. **Suspension or Termination.** Membership may be terminated by resignation of the Member or by action of the Board of Directors as follows:

A. **Failure to Maintain Good Standing.** Any active Member not in Good Standing as defined in Section 5.02 may face discipline, suspension or termination from the Corporation. The Board of Directors, by majority vote of those present at any duly held meeting, shall have the authority to enact such discipline, suspension, or termination.

B. **Detrimental Conduct.** The Board of Directors, by majority vote of those present at any duly constituted meeting, shall have the authority to discipline or suspend or terminate the membership of any Member when the conduct of such Person is considered detrimental to the best interests of the Corporation. The individual involved shall be notified of such meeting, informed of the general nature of the charges and be given an opportunity to appear at the meeting to answer such charges.

C. **Hearing.** Any Member who is ejected from a game or involved in activity deemed to be detrimental to the best interests of the Corporation or in violation of the objectives herein stated must appear before the Board of Directors or a duly appointed committee thereof, which shall have full power to suspend or revoke the right to fixture participation of such Member.

D. **No Right to Vote.** If an officer who is the subject of such hearing would otherwise be entitled to vote, such officer shall not vote upon any proposed motion associated with such disciplinary hearing.

E. **Rights and Obligations on Termination.** In the absence of Board approval, all rights of any Member in the Corporation shall cease on the termination of such membership. Termination shall not relieve the Member from any obligation for charges incurred, amounts unpaid for services or benefits actually rendered, fees or assessments arising from contract or otherwise. The Corporation shall

retain the right to enforce any such obligation or obtain damages for its breach and any Member whose membership is terminated by revocation shall have no claim against the Corporation, its officers or Members for any benefits or accruals that may be alleged to exist:

Section 5.05. **Voting Members.** Regular Members shall have the right to vote, as set forth in these Bylaws, on the election of Directors, on the disposition of all or substantially all of the Corporation's assets, on any merger and its principal terms and any amendment of those terms, and on any election to dissolve the Corporation.

Section 5.06. **Non-Voting Members.** This Corporation may refer to Affiliate Members, and other Persons or entities associated with it as "Members," even though those Persons or entities are not voting Members as set forth in Section 5.05 of these Bylaws.

Section 5.07. **Dues, Fees, and Assessments.** Each Member must pay, within the time and on the conditions set by the Board, the dues, fees, and assessments in amounts to be fixed from time to time by the Board. The dues, fees, and assessments shall be equal for all Members of each class, but the Board may, in its discretion, set different dues, fees, and assessments for each class and may elect to waive the payment of dues, fees, and assessments of a Member or prospective Member.

Section 5.08. **Events Causing Termination.** A membership shall terminate on occurrence of any of the following events: (a) resignation of the Member; (b) expiration of the period of membership, unless the membership is renewed on the renewal terms fixed by the Board; (c) the Member's failure to pay dues, fees, or assessments as set by the Board within fifteen (15) days after they are due and payable; (d) any event that renders the Member ineligible for membership, or failure to satisfy membership qualifications; or (e) termination of membership under Section 5.04 of these Bylaws based on the good faith determination by the Board, or a committee or Person authorized by the Board to make such a determination, that the Member has failed in a material and serious degree to observe the rules of conduct of the Corporation, or has engaged in conduct materially and seriously prejudicial to the Corporation's purposes and interests.

Section 5.09. **Suspension.** A Member may be suspended, under Section 5.04 of these Bylaws, based on the good faith determination by the Board, or a committee or Person authorized by the Board to make such a determination, that the Member has failed in a material and serious degree to observe the Corporation's rules of conduct, or has engaged in conduct materially and seriously prejudicial to the Corporation's purposes and interests.

Section 5.10. **Rights During Suspension.** A Person whose membership is suspended shall not be a Member during the period of suspension.

Section 5.11. **Non -Transferable.** No membership or right arising from membership shall be transferred.

ARTICLE 6

MEMBERS' MEETINGS

Section 6.01. **Annual Members' Meeting.** An annual meeting of Members shall be held on the second Monday in July of each year at 7:00 p.m., unless the Board fixes another date or time and so notifies Members as provided in Section 6.07 of these Bylaws. If the scheduled date falls on a legal holiday, the meeting shall be held on the next full business day. At the meeting, Directors shall be elected and other

proper business may be transacted.

Section 6.02. **Location; Participation via Electronic Means.** Meetings of the Members shall be held at any place within or outside Oregon designated by the Board or by the written consent of all Members entitled to vote at the meeting, given before or after the meeting. In the absence of any such designation, Members' meetings shall be held at the Corporation's principal office. The Board may authorize Members who are not present in person to participate by electronic transmission or electronic video communication.

Section 6.03. **Special Meeting.** The Board or the Chairman of the Board, if any, or the President, or five percent (5%) or more of the Members, may call a special meeting of the Members for any lawful purpose at any time.

Section 6.04. **Request for Special Meeting.** A special meeting called by any Person entitled to call a meeting (other than the Board) shall be called by written request, specifying the general nature of the business proposed to be transacted, and submitted to the Chairman of the Board, if any, or the President or any Vice President or the Secretary of the Corporation. The officer receiving the request shall cause notice to be given promptly to the Members entitled to vote, under Section 6.07 of these Bylaws, stating that a meeting will be held at a specified time and date fixed by the Board, provided, however, that the meeting date shall be at least thirty-five (35) but no more than ninety (90) days after receipt of the request. If the notice is not given within twenty (20) days after the request is received, the Person or Persons requesting the meeting may give the notice. Nothing in this Section shall be construed as limiting, fixing, or affecting the time at which a meeting of Members may be held when the meeting is called by the Board.

Section 6.05. **Business to be Transacted.** No business, other than the business that was set forth in the notice of the meeting, may be transacted at a special meeting.

Section 6.06. **Quorum.** Thirty-three and one-third percent (33-1/3%) of the Members shall constitute a "Quorum" for the transaction of business at a meeting of the Members.

Section 6.07. **Good Standing on Record Date.** Regular Members in good standing on the record date as determined under Section 5.02 of these Bylaws shall be entitled to vote at any meeting of Members.

Section 6.08. **Ballots.** Voting may be by voice or by ballot, except that any election of Directors must be by ballot if demanded before the voting begins by any Member at the meeting.

Section 6.09. **Act of Members.** If a Quorum is present, the affirmative vote of a majority of the voting power represented at the meeting, entitled to vote and voting on any matter, shall be deemed the act of the Members unless the vote of a greater number.

Section 6.10. **Valid Meeting.** The transactions of any meeting of Members, however called or noticed and wherever held, shall be as valid as though taken at a meeting duly held after standard call and notice, if a Quorum is present.

Section 6.11. **Withhold.** In any election of Directors, a written ballot that a Member marks "withhold," or otherwise marks in a manner indicating that authority to vote is withheld, shall not be

voted either for or against the election of a Director.

Section 6.12. **Member of Record.** For purposes of these Bylaws, a Person holding a membership at the close of business on the record date shall be a Member of record.

Section 6.13. **No Proxies.** All votes must be cast by the Member himself or herself. No proxies will be allowed.

ARTICLE 7

DIRECTORS; MANAGEMENT

Section 7.01. **General Powers.** The Corporation's activities and affairs shall be managed, and all Corporate powers shall be exercised, by or under the direction of the Board.

Section 7.02. **Specific Powers.** Without prejudice to the general powers set forth in Section 7.01 of these Bylaws, but subject to the same limitations, the Board shall have the power to do the following:

A. **Appoint and Remove.** Appoint and remove, at the pleasure of the Board, all Corporate officers, agents, and employees, prescribe powers and duties for them as are consistent with the law, the Articles of Incorporation, and these Bylaws, fix their compensation, and require from them security for faithful service. Any such compensation may be increased or decreased at the pleasure of the Board.

B. **Location.** Change the principal office or the principal business office in Oregon from one location to another, cause the Corporation to be qualified to conduct its activities in any other state, territory, dependency, or country, conduct its activities in or outside Oregon, and designate a place in or outside Oregon for holding any meeting of Members.

C. **Enter into Agreements.** Enter into agreements with consultants and specialists in furtherance of the duties and functions of the Board in carrying out the Corporation's purposes.

D. **Legal Matters.** The members of the Board shall represent the Corporation in all legal matters. They are to become familiar with the Oregon State requirements for the Corporation and see that the Corporation fulfills its legal requirements, including all Oregon State tax reports. The Board are to see that the Corporation meets all Federal requirements, including all federal tax reports.

E. **Spiritual Matters.** Each Member of the Board shall be familiar with the Holy Bible and its message, instructions and admonitions. It shall be the function of the Board to see that the Corporation does not swerve from its spiritual objectives and purpose. The Board shall see that the Members receive biblical input whenever they meet. The Board shall be responsible for overseeing the spiritual content presented to the Members to insure that it is biblical, uplifting, praise worthy, edifying and unifying.

F. **Membership Applications.** The Board shall review each application for membership. A minimum of one (1) member of the Board shall conduct an investigative, Personal interchange, with each applicant for membership in Racers Under The Son. During this investigation the Board Member shall inform the applicant what the organization stands for, what membership means and the obligations and rules of membership. Upon approval of the investigative Board Member, the whole Board shall vote to submit the application to the general membership to accept or reject the applicant's

membership into Racers Under The Son.

Section 7.03. **Number of Directors; Term.** The Board of Directors shall consist of at least three (3), but no more than seven (7) Director for every complete increment of thirty-three (33) Member Family Units, unless changed by amendment to these Bylaws. The exact number of initial Directors shall be three (3). The Board, of Directors may, by resolution, designate a different number of authorized Directors, within the limits stated in this Section. Each Director shall serve for a term of two (2) years and shall be limited to serve no more than two (2) consecutive terms.

Section 7.04. **Restriction on Interested Persons as Directors.** No more than forty-nine percent (49%) of the Persons serving on the Board may be "Interested Persons." An Interested Person is: (a) any Person compensated by the Corporation for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director as Director; and (b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of such Person. However, any violation of this paragraph shall not affect the validity or enforceability of transactions entered into by the Corporation.

Section 7.05. **Nomination and Election of Directors.**

1. The Chairman of the Board or, if none, the President shall appoint a committee to nominate qualified candidates for election to the Board at least sixty (60) days before the date of any election of Directors. The nominating committee shall make its report at least thirty (30) days before the date of the election, or at such other time as the Board may set, and the Secretary shall forward to each Member, with the notice of meeting required by these Bylaws, a list of all candidates nominated by committee.
2. The Board shall formulate procedures that allow a reasonable opportunity for a nominee to communicate to Members the nominee's qualifications and the reasons for the nominee's candidacy, a reasonable opportunity for the nominee to solicit votes, and a reasonable opportunity for all Members to choose among the nominees.
3. If more people have been nominated for Director than can be elected, no Corporate funds may be expended to support a nominee without the Board's authorization.
4. If Directors are not elected at an annual meeting, they may be elected at any special Members' meeting held for that purpose or by written ballot. Each Director, including a Director elected to fill a vacancy or elected at a special Members' meeting or by written ballot, shall hold office until expiration of the term for which elected and until a successor is elected and qualified.
5. Candidates receiving the highest number of votes shall be elected as Directors.

Section 7.06. **Vacancies.** A vacancy or vacancies on the Board shall be deemed to exist in the event of (a) the death, removal, or resignation of any Director; (b) the declaration by resolution of the Board of a vacancy in the office of a Director who has been convicted of a felony, declared of unsound mind by a court order; (c) the increase of the authorized number of Directors; or (d) the failure of the

Members, at any meeting of the Members at which any Director or Directors are to be elected, to elect the number of Directors required to be elected at such meeting; and (e) Vacancies on the Board may be filled by election of the Members at a duly noticed meeting held for such purpose.

Section 7.07. **Resignation.** Any Director may resign by giving written notice to the Chairman of the Board, if any, or to the President or Secretary of the Board. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. If a Director's resignation is effective at a later time, a successor may be designated to take office as of the date when the resignation becomes effective.

Section 7.08. **Removal of Directors.** Any Director may be removed, with or without cause, by the vote of the majority of the Members at a special meeting called for that purpose, or at a regular meeting. Any vacancy caused by the removal of a Director shall be filled as provided in Section 7.06 of these Bylaws.

Section 7.09. **Compensation.** Directors and members of committees of the Board shall receive no compensation except such reimbursement of expenses, as the Board may establish by resolution to be just and reasonable as to the Corporation at the time that the resolution is adopted.

Section 7.10. **Contracts with Directors.** No Director of this Corporation nor any other corporation, firm, association, or other entity in which one or more of this Corporation's Directors are Directors or have a material financial interest, shall be interested, directly or indirectly, in any contract or transaction with this Corporation, unless (a) the material facts regarding such Director's financial interest in such contract or transaction or regarding such common Directorship, officership, or financial interest are fully disclosed in good faith and noted in the minutes, or are known to all members of the Board prior to the Board's consideration of such contract or transaction; (b) such contract or transaction is authorized in good faith by a majority of the Board by a vote sufficient for that purpose without counting the votes of interested Directors; (c) before authorizing or approving the transaction, the Board considers and in good faith decides after reasonable investigation that the Corporation for its own benefit enters into the transaction, which is fair and reasonable to the Corporation at the time the transaction is entered into.

This Section does not apply to a transaction that is part of an educational or charitable program of this Corporation if it (a) is approved or authorized by the Corporation in good faith and without unjustified favoritism and (b) results in a benefit to one or more Directors or their families because they are in the class of persons intended to be benefited by the educational or charitable program of this Corporation.

ARTICLE 8

DIRECTORS' MEETINGS

Section 8.01. **Place of Meetings.** Regular or special meetings of the Board shall be held at a location designated for that purpose from time to time by resolution of the Board or in the notice of the meeting or, if not so designated, at the principal office of the Corporation.

Section 8.02. **Regular Meetings.** Regular meetings of the Board shall be held quarterly on such date and at such time as may be fixed by the Board from time to time.

Section 8.03. **Special Meetings.**

A. **Authority to Call Special Meetings.** Special meetings of the Board for any purpose or purposes may be called at any time by the Chairman of the Board, if any, the President, or any Vice President, the Secretary; or by any two (2) Directors.

B: **Notice.** Notice of the time and place of special meetings shall be given to each Director by (a) personal delivery of written notice; (b) first class mail, postage pre-paid; (c) telephone, including a voice messaging system or other system or technology designed to record and communicate messages, either directly to the Director or to a person at the Director's office who would reasonably be expected to communicate that notice promptly to the Director; (d) facsimile; (e) electronic mail; or (f) other electronic means. All such notices shall be given or sent to the Director's address or telephone number as shown on the Corporation's records. Notices sent by first class mail shall be deposited in the United States mail at least four (4) days before the time set for the meeting. Notices given by personal delivery, telephone, or electronic mail shall be delivered, telephoned, or sent, respectively, at least forty-eight (48) hours before the time set for the meeting. The notice shall state the time of the meeting and the place, if the place is other than the Corporation's principal office. The notice need not specify the purpose of the meeting.

Section 8.04. **Adjournment.** A majority of the Directors present, whether or not a Quorum is present, may adjourn any meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than twenty four (24) hours. If the original meeting is adjourned for more than twenty four (24) hours, notice of any adjournment to another time and place shall be given, before the time of the adjourned meeting, to the Directors who were not present at the time of the adjournment.

ARTICLE 9 OFFICERS

Section 9.01. **Officers.** The officers of the Corporation shall be a President, a Secretary, and a Chief Financial Officer. The Corporation may also have, in the discretion of the Board, a Chairman of the Board, one (1) or more Vice Presidents, one (1) or more assistant secretaries, one (1) or more assistant treasurers, and such other officers as may be appointed in accordance with the provisions of this Article. Any number of offices may be held by the same Person, except that neither the Secretary nor the Chief Financial Officer may serve concurrently as either the President or the Chairman of the Board.

Section 9.02. **Election.** The officers of the Corporation, except such officers as may be appointed in accordance with Section 9.03 of these Bylaws, shall be chosen annually by the Board, and each shall hold office until such officer resigns or is removed or is otherwise disqualified to serve, or until a successor is elected and qualified, but subject to the rights of any officer under any employment contract.

Section 9.03. **Subordinate Officers.** The Board may appoint and authorize the Chairman of the Board, the president, or another officer to appoint any other officers that the Corporation may require, each of whom shall hold office for such period, and have such authority and perform such duties as are provided in the Bylaws or as the Board may from time to time determine.

Section 9.04. **Removal and Resignation.**

A. **Removal.** Without prejudice to the rights of any officer under an employment contract, the Board may remove any officer, either with or without cause, by a majority of the Directors

then serving, or, except in case of an officer chosen by the Board, by any officer upon whom such power of removal may be conferred by the Board.

B. **Resignation.** Any officer may resign at any time by giving written notice to the Board or to the President or Secretary. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified in such notice. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 9.05. **Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification or other cause shall be filled in the manner prescribed in the Bylaws for regular appointments to such office.

Section 9.06. **Chairman of the Board.** If a Chairman of the Board of Directors is elected, he or she shall preside at Board meetings and shall exercise and perform such other powers and duties as the Board may assign from time to time. If there is no President, the Chairman of the Board shall also be the chief executive officer and shall have the powers and duties of the President of the Corporation set forth in these Bylaws.

Section 9.07. **President.** Subject to such supervisory powers as the Board may give to the Chairman of the Board, if any, and subject to the control of the Board, the President shall be the chief executive officer and general manager of the Corporation and shall have general supervision, direction and control of the affairs and activities and officers of the Corporation. The President, in the absence of the Chairman of the Board, or if none, shall preside at all meetings of the Board. The President shall have such other powers and duties as may be prescribed by the Board or by the Bylaws.

Section 9.08. **Vice President.** In the absence or disability of the President, the Vice Presidents, in order of their rank as fixed by the Board, or if not ranked, the Vice Presidents designated by the Board, shall perform all the duties of the President, and when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice Presidents shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Board or by the Bylaws.

Section 9.09. **Secretary.** The Secretary shall perform the duties described in this Section.

A. **Minutes.** The Secretary shall keep or cause to be kept, at the Corporation's principal office or such other place as the Board may direct, a book of minutes of all meetings, proceedings, and actions of the Board, and of committees of the Board. The minutes of meetings shall include (a) the time and place that the meeting was held; (b) whether the meeting was annual, general, or special, and, if special, how authorized; (c) the notice given; and (d) the names of Persons present at Board and committee meetings.

B. **Corporate Book.** The Secretary shall keep or cause to be kept, at the principal Oregon office, a copy of the Articles of Incorporation and Bylaws, as amended to date. The Secretary shall keep the corporate seal, if any, in safe custody and shall have such other powers and perform such other duties as the Board or the Bylaws may require.

C. **Notice.** The Secretary shall give, or cause to be given, notice of all meetings of the Board and committees that these Bylaws require to be given.

Section 9.10. **Chief Financial Officer.** The Chief Financial Officer shall perform the duties described in this Section.

A. **Records.** The Chief Financial Officer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the Corporation's properties and transactions. The Chief Financial Officer shall send or cause to be given to the Directors such financial statements and reports as are required to be given by law, by these Bylaws, or by the Board. The books of account shall be open to inspection by any Director at all reasonable times.

B. **Disbursements; Deposits; Accountings.** The Chief Financial Officer shall deposit monies and other valuables in the name and to the credit of the Corporation with such depositaries as may be designated by the Board. The Chief Financial Officer shall disburse the funds of the Corporation as may be ordered by the Board; shall render to the president and Directors, whenever they request it, an account of all transactions of the Chief Financial Officer and of the financial condition of the Corporation; and shall have such other powers and perform such other duties as may be prescribed by the Board or by the Bylaws.

C. **Bond.** If required by the Board, the Chief Financial Officer shall give the Corporation a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of the *office* and for restoration to the Corporation of all of its books, papers, vouchers, money, and other property of every kind in the possession or under the control of the Chief Financial Officer on his or her death, resignation, retirement, or removal from office.

ARTICLE 10

CORPORATE RECORDS AND REPORTS; INSPECTION

Section 10.01. **Records.** The Corporation shall maintain at its principal place of business in the State of Oregon, as fixed by the Board from time to time, the following items in written form:

A. **Corporate Documents.** The Corporation's Bylaws and Articles, adequate and correct accounts, books and records of its affairs and properties; and

B. **Minutes.** Written minutes of the meetings of the proceedings of the Board, and any committees of the Board.

Section 10.02. **Inspection of Books and Records by Directors.** Every Director shall have the absolute right, at any reasonable time, to inspect, and make abstracts or copies of all books, records, and documents of every kind of the Corporation, and inspect the physical properties owned or controlled by the Corporation. The inspection may be made in person or by the Director's agent or attorney.

Section 10.03. **Inspection of Articles and Bylaws.** The Corporation shall keep at its . . . principal office the original of its Articles and Bylaws, as amended to date, or a copy thereof certified by the Secretary, which shall be open to inspection at all reasonable times during office hours.

Section 10.04. **Annual Reports.** The Board shall cause to be prepared and distributed to the Directors within one hundred twenty (120) days of the close of the fiscal year of the Corporation an annual report consisting of the items described in this Subsection.

A. assets and liabilities of the Corporation as of the end of the fiscal

year;

- B. The principal changes in assets and liabilities;
- C. The Corporation's revenues or receipts, both unrestricted and restricted to particular purposes;
- D. The Corporation's expenses or disbursements for both general and restricted purposes;

ARTICLE 11

MISCELLANEOUS PROVISIONS

Section 11.01. **Checks, Drafts, etc.** All checks, drafts, or other orders for payment of money, notes or other evidences of indebtedness, issued in the name of or payable to the Corporation, shall be signed or endorsed by at least two (2) officers or such other Person or Persons and in such manner as shall be determined from time to time by resolution of the Board.

Section 11.02. **Amendments to Bylaws.** These Bylaws may be amended or repealed by the affirmative vote of a majority of Directors then in office.

CERTIFICATE OF SECRETARY

I, the undersigned, certify: .

1. That I am the duly elected and acting Secretary of THE RACERS UNDER THE SON-OREGON, an Oregon nonprofit religious corporation;

2. That the foregoing Bylaws, consisting of 13 pages, are the Bylaws of this Corporation as adopted by the Board of Directors on _____, and that these Bylaws have not been amended or modified since that date.

Executed on _____ at _____ Oregon.

Secretary