

BYLAWS
of
S.N.O.R.E., LTD.



Approved February 11, 2020

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of
S.N.O.R.E., LTD.

ARTICLE I

MEMBERSHIP MEETINGS

SECTION 1. The monthly meeting of the membership of the organization shall be held at a location as determined by the Board of Directors at 6:00 P.M. on the first Tuesday of each month prior to B.O.D. meeting to follow at 7:00 P.M., if not a legal holiday or on the next succeeding day not a legal holiday. Notice specifying the time and location of the monthly meeting shall be posted at *www.snoreracing.net* a minimum of seven (7) days in advance.

SECTION 2. Special meetings of the membership may be held whenever called by the President, with approval of the Board of Directors, or by written request of five (5) members in good standing of the organization. The date, time, location and purpose for such meeting shall be posted at *www.snoreracing.net* and membership notified in writing a minimum of seven (7) days in advance via U.S. mail and electronic mail.

SECTION 3. If all the members of the organization shall waive notice of a meeting, no notice of such meeting shall be required, and all of the members shall meet in person, such meeting shall be valid for all purposes without call or notice, and at such meeting any corporate action may be taken.

SECTION 4. At all membership meetings a total of twenty-five (25) members or twenty-five (25) percent (whichever is less) of the membership, in good standing of the organization, shall constitute a quorum for all the purposes of such meetings.

SECTION 5. The rules contained in Robert's Rules of Order shall govern the meetings of S.N.O.R.E. in all cases not in conflict with these Bylaws.

SECTION 6. Every member in good standing shall have the right to attend any meeting and participate in such meeting in accordance with the recognized rules as set forth in the rules of parliamentary procedure adopted by S.N.O.R.E. Members shall conduct themselves in such a manner as not to interfere with the legal or contractual obligations of S.N.O.R.E., Ltd.

SECTION 7. At the memberships' meetings, the regular order of business shall be as follows:

1. Reading and approval of the Minutes of previous meeting or meetings;
2. Reports of the Board of Directors, the President, Treasurer and Secretary of the Organization in the order named;
3. Reports of Committee;
4. Election of Directors and or Officers;
5. Unfinished business;
6. New Business;
7. Adjournment.

ARTICLE II

ELECTION OF OFFICERS AND DIRECTORS

SECTION 1. At each meeting of the membership, for the purpose of elections, the polls shall be opened and closed; the ballots issued, received, taken in charge of, and all questions regarding the qualification of voters, and the acceptance or rejection of voters, shall be decided by two (2) inspectors. Such inspectors shall be appointed by the presiding officer of the meeting. There shall be no voting by proxy in the election of officers or directors. The candidate receiving the highest number of votes cast shall be declared elected. Election shall be by secret ballot.

The ballots and all other records of an election shall be preserved by the secretary for one year following each election. Any member may request inspection of said ballots.

SECTION 2. The officers of S.N.O.R.E. shall consist of President, Vice-President, Secretary, Treasurer, Sergeant at Arms, Contingency Director and Race Director.

SECTION 3. The Directors of S.N.O.R.E. shall consist of Class A members elected at large on a one (1) per thirty (30) Class A member basis, not to exceed fourteen (14), who shall hold office for one (1) year unless otherwise specified in the S.N.O.R.E. Bylaws. Two Class B member representatives will be elected by the membership. One representing Arizona Class B members, one representing California Class B members.

SECTION 4. The Board of Directors shall consist of those elected Officers and Directors and the immediate past president.

SECTION 5. The President of S.N.O.R.E. shall appoint a nominations committee annually whose duties shall be to determine the interest and availability of potential candidates for officers and directors and report to the general membership at the April and November meeting of their findings.

The officers shall be elected in December of each year with nominations to be accepted in October and November of that year. Nominations will be closed after the November general membership meeting with the exception of any official position that has no nominees, which will be left open up until the December election.

Seven (7) Directors shall be elected in May with nominations to be accepted in April and seven (7) Directors shall be elected in December of each year with nominations to be accepted in October and November of that year.

Officers and Directors shall be installed at ceremonies immediately prior to adjournment of the meeting at which he or she is elected.

SECTION 6. Any Class 'A' member in good standing shall be eligible to be a candidate for office.

SECTION 7. No funds received by S.N.O.R.E. through dues or assessments or otherwise, shall be contributed or applied to promote the candidacy of any person nominated for

office. This section does not prevent the expenditure from S.N.O.R.E. funds for notices, factual statements of issues, or other necessary expenses to conduct elections so long as they do not promote an individual candidate.

Every candidate for office shall have the right to request distribution of campaign literature, by mail or otherwise, to all members in good standing at the candidates own personal expense.

SECTION 8. When any vacancy occurs among the Directors by death, resignation, disqualification or other cause, the membership, at any regular or special meeting, by the affirmative vote of a majority thereof, shall elect a successor to hold office for the unexpired portion of the term of the Director whose place shall have become vacant and until his successor shall have been elected and shall qualify.

Any Officers' vacancy may be filled by any Director with approval of the Board of Directors; to be held for the unexpired portion of the term of the Officer whose place shall have become vacant and until his successor shall have been elected and shall qualify.

ARTICLE III

MEMBERSHIP, DUES, AND ASSESSMENTS

SECTION 1. Membership in good standing includes any person who has fulfilled the requirement for membership in S.N.O.R.E., Ltd. and who has not voluntarily withdrawn, become ineligible for continued membership or been suspended or expelled as provided in these Bylaws.

SECTION 2. S.N.O.R.E., Ltd. dues shall be thirty (30) dollars per year.

Membership period is January 1 through December 31 of each calendar year, regardless of the date membership is paid. There is no prorating of membership dues. A delinquent or suspended member is not entitled to voice or vote in the affairs of S.N.O.R.E., Ltd.

For service to S.N.O.R.E.; or for distinguished public service, persons may be elected honorary member for one year by majority vote of the General Membership. Honorary member shall not pay dues and shall not have voice of vote in S.N.O.R.E. Such membership may be revoked for cause.

Any elected President of S.N.O.R.E. who has served a full term in office shall be awarded, upon his or her leaving the office of President, an Honorary Life Membership with all the rights and privileges of a Class "A" membership. Honorary Life Members are not required to pay dues. The provisions of this paragraph are retroactive and include all past Presidents of S.N.O.R.E. who have served a full term in office.

ARTICLE IV

BOARD OF DIRECTORS AND THEIR MEETINGS

SECTION 1. Regular meetings of the Board of Directors shall be held at such place or places as determined the Board of Directors on the first Tuesday of each month at 7:00 P.M., if not a legal holiday or on the next succeeding day not a legal holiday. Notice of such regular meetings shall be a call to each director by the Secretary at least three days previous to the day fixed for such meetings, but no regular meeting shall be held void or invalid if such notice is not given, provided the meeting is held at the time and place fixed by these Bylaws for holding such regular meetings.

Special meeting of the Board of Directors may be held on the call of the President or Secretary with at least seven (7) days' notice by electronic mail or telephone.

Any and all business may be transacted by any meeting of the Board of Directors, either regular or special.

SECTION 2. The President or Vice President, Secretary or Treasurer and six (6) Board members shall constitute a quorum of the Board of Directors for the transaction of business but if at any meeting of the Board there be less than a quorum present, a majority of those present may adjourn from time to time, until a quorum shall be present, and no notice of such adjournment shall be required. The Board of Directors may prescribe rules not in conflict with these Bylaws for the conduct of its business.

SECTION 3. The Board of Directors shall make an annual report to the membership of the condition of the organization, and shall, on request, furnish each of the members with a true copy thereof.

The Board of Directors in its discretion may submit any contract or act for approval or ratification at any monthly meeting of the membership called for the purpose of considering any such contract or act, which, if approved, or ratified by the vote of a majority of the membership represented in person, provided that a lawful quorum of the members in good standing by their represented in person, shall be valid and binding upon the corporation and upon all the membership thereof, as if it had been approved or ratified by every member of the corporation.

SECTION 4. The Board of Directors shall have the power from time to time to provide for the management of the offices of the organization in such manner as they see fit, and in particular time to time to delegate any of the powers of the Board in the course of the current business of the company to any standing or special committee or to any officer or agent and to appoint any persons to be agents of the organization with such powers, and upon such terms as may be deemed fit.

SECTION 5. The regular order of business at meeting of the Board of Directors shall be as follows:

1. Reading and approval of the minutes of any previous meeting or meetings;
2. Reports of officers and committeemen;
3. Unfinished business;
4. New business;
5. Adjournment.

ARTICLE V

OFFICERS AND THEIR DUTIES

SECTION 1. The Board of Directors shall be the Governing Body of S.N.O.R.E., Ltd.; and shall be responsible for the direction, guidance and supervision of the Corporation's business and affairs during the periods intervening between meetings of the membership.

The Board of Directors may engage an attorney to conduct whatever legal proceedings it may deem necessary and may consult an attorney at its own discretion at the expense of S.N.O.R.E.

SECTION 2. The President shall be the executive officer of the organization and shall have the supervision and, subject to the control of the Board of Directors, the direction of the organization's affairs, with full power to execute all resolutions and orders of the Board of Directors not especially entrusted to some other officer of the organization. He or she shall be a member of the Executive Committee, and the Chairman thereof; he or she shall preside at all meetings of the Board of Directors, and at all meetings of the membership, and shall perform such other duties as shall be prescribed by the Board of Directors.

The President of S.N.O.R.E. shall have the given authority to endorse, with the Secretary or Treasurer, all checks for payment of debts incurred by S.N.O.R.E. with the Board's approval.

An outgoing President of S.N.O.R.E. shall be automatically a voting member of the Board of Directors for a term of one (1) year.

The President shall appoint a Chairman from the Directors, Officers and General Membership to serve for one year to the following committees:

1. Safety (see Article V, Section 10)
2. Competition (see Article V, Section 10)
3. Insurance
4. Finance
5. Law and Legislation
6. Social and Recreation
7. Membership
8. Parliamentary and Historical
9. Public Relations
10. Community Service

SECTION 3. The Vice President shall be vested with all the powers and perform all the duties of the President in his or her absence or inability to act and he or she shall so perform such other duties as shall be prescribed by the Board of Directors.

SECTION 4. The Treasurer shall have the custody of all the funds and securities of the organization. When necessary or proper he or she shall endorse, with the President or Secretary, on behalf of the organization for collection checks, notes, and other obligations; he or

she shall deposit all moneys to the credit of the organization in such bank or banks or other depository as the Board of Directors may designate; he or she shall sign all receipts and vouchers for payments made by the organization, except as herein otherwise provided. He or she shall sign with the President all bills of exchange and promissory notes of the organization, have care and custody of the bonds, certificates, vouchers, evidences of debts, securities, and such other property belonging to the organization as the Board of Directors shall designate; he or she shall sign all papers required by law or by those Bylaws or the Board of Directors to be signed by the Treasurer. He or she shall enter regularly in the books of the organization to be kept by him or her for the purpose, full and accurate account of all moneys received and paid by him or her on account of the organization. When required by the Board of Directors, he or she shall render a statement of the Petty Cash account entrusted to the President; he or she shall at all reasonable times exhibit the books of account to any Director of the organization during business hours, and he or she shall perform all acts incident to the position of Treasurer subject to the control of the Board of Directors.

The Treasurer shall, if required by the Board of Directors, give bond to the organization conditioned for the faithful performance of all his or her duties as Treasurer in such sum, and with such security as shall be approved by the Board of Directors, with expense of such bond to be borne by the organization.

SECTION 5. The Board of Directors may appoint an Assistant Treasurer who shall have such powers and perform such duties as may be prescribed for him or her by the Treasurer of the organization; and the Board of Directors shall require the Assistant Treasurer to give a bond to the organization in such sum and with such security as it shall approve, as conditioned for the faithful performance of his or her duties as Assistant Treasurer, the expense of such bond to be borne by the organization.

SECTION 6. The Secretary shall keep the minutes of all meetings of the Board of Directors and the minutes of all meetings of the membership and of the Executive Committee in books provided for that purpose. He or she shall attend to the giving and serving of all notices of the organization; he or she may sign with the President or Treasurer, in the name of the Organization, all checks authorized by the Board of Directors; he or she shall affix the corporate seal of the company thereto when so authorized by the Board of Directors; he or she shall have the custody of the corporate seal of the organization; he or she shall have charge of all membership applications and certificates of the organization, and such other books and papers as the Board of Directors may direct, all of which shall at all reasonable times be open to the examination of any Director upon application at the office of the organization during business hours, and he or she shall, in general, perform all duties incident to the office of Secretary.

SECTION 7. The Board of Directors may appoint an Assistant Secretary who shall have such powers and perform such duties as may be prescribed for him or her by the Secretary of the organization.

SECTION 8. The Sergeant at Arms shall have charge of the door and shall take identification from the members before permitting them to enter. He or she shall introduce all candidates and visitors and assist the President in preserving order when called upon to do so; and perform such duties as may be assigned by the Board of Directors.

SECTION 9. The Contingency Director will work closely with the Board of Directors to determine the most effective means to generate further corporate interest in SNORE and seek out other partners who can contribute to the growth of the series, its teams and participants.

SECTION 10. The Race Director shall have full charge and responsibility, subject to the control of the Board of Directors, for all competitive events. The Race Director shall be the chairman of the safety and competition committees. He or she shall be responsive to the membership as to the time, date, place and type of events his or her committees elect to stage.

SECTION 11. The Board of Directors may appoint an Assistant Race Director who shall have such powers and perform such duties as may be prescribed for him or her by the Race Director.

ARTICLE VI

MISCELLANEOUS

SECTION 1. No member of S.N.O.R.E. shall give out any information for public use unless authorized to do so by the Board of Directors.

SECTION 2. No agreement, contact or obligation (other than checks in payment of indebtedness incurred by authority of the Board of Directors) involving the payment of moneys or the credit of the organization for more than fifty (50) dollars, shall be made without the authority of the Board of Directors.

SECTION 3. Unless otherwise ordered by the Board of Directors, all agreements and contracts shall be signed by the President and Secretary in the name and on behalf of the organization, and shall have the corporate seal thereto attached.

SECTION 4. All moneys of the organization shall be deposited when and as received by the Treasurer in such bank or banks or other depository as may, from time to time, be designated by the Board of Directors, and such deposits shall be made in the name of the organization.

SECTION 5. No note, draft, acceptance, endorsement or other evidence of indebtedness shall be valid or against the organization unless the same shall be signed by the President or a Vice President, and attested by the Secretary or an Assistant Secretary; or signed by the Treasurer or an Assistant Treasurer, and countersigned by the President, Vice President, or Secretary, except that the Treasurer, President, or Secretary, without countersignature, make endorsements for deposit to the credit of the organization in all its duly authorized depositories.

SECTION 6. No Loan or advance of money shall be made by the organization to any member or officer therein, unless the Board of Directors shall otherwise authorize.

SECTION 7. No director or executive officer of the organization shall be entitled to any salary or compensation for any service performed for the organization unless adopted by the unanimous vote of all the Directors voting in favor thereof.

SECTION 8. The organization shall have a corporate seal, the design thereof being as follows:

ARTICLE VII

OFFICES AND BOOKS

SECTION 1. A copy of the Bylaws and Articles of Incorporation of the organization shall be published on *www.snoreracing.net* for the inspection of all who are authorized or have the right to see the same. All other books of the organization shall be kept at such places as may be prescribed by the Board of Directors.

ARTICLE VIII

AMENDMENT OF BYLAWS

SECTION 1. Amendments and changes of these Bylaws may be made at any regular or special meeting of the membership, provided that a lawful quorum of the members in good standing be there represented in person.

The membership must be notified in writing via U.S. mail or electronic mail at least twenty-one (21) days in advance, stating the nature of all changes and amendments and reason for same. A vote of 2/3 of the members present at a general or special membership meeting is required to amend or change the Constitution or Bylaws.

ARTICLE IX

LIQUIDATION PROCEDURE

SECTION 1. If active membership drops to six (6) members in good standing; and only these same six (6) members in good standing attend four consecutive meetings, liquidation may be called for and voted on. Members in good standing must be notified seven (7) days prior to meeting date of such liquidation procedures.


SECTION 2. Any remaining assets of the organization shall be donated to a worthy cause as determined by a majority of the remaining active members in S.N.O.R.E. at its final general membership meeting.

KNOW ALL MEN BY THESE PRESENTS: That we the undersigned, being the Board of Directors of the above named corporation, do hereby consent to the foregoing By-Laws and adopt the same as and for the By-Laws of said corporation.


IN WITNESS WHEREOF, we have hereunto act our hands on this



CJ Hutchins
President


Keith Blatt
Treasurer


John Koeth
Vice President


Sarah Koeth
Secretary


Angie Mitchell
Sergeant at Arms


Zack Jorgensen
Race Director


Tristen Ervin
Contingency Director