

## **RESTATED BYLAWS**

### **OF**

## **LRC RACING**

### **ARTICLE I PURPOSES**

- 1.01 Purposes.** As set forth in the Articles of Incorporation, LRC Racing (hereinafter referred to as the "Corporation") is organized exclusively for charitable and educational purposes. These purposes include providing opportunities to develop high-caliber athletes throughout the State of Nebraska, through a host of physical activities and competitions.
- 1.02 Intention.** The Corporation is intended to operate as an organization exempt from federal income taxes under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code (hereinafter referred to as the "Code").

### **ARTICLE II OFFICES**

- 2.01 Principal Office.** The principal office of the Corporation shall be located within or without the State of Nebraska at locations determined by the Board of Directors from time to time. The Corporation may maintain additional offices at such other places as the Board of Directors may designate. The Corporation shall continuously maintain within the State of Nebraska a registered office at such place as may be designated by the Board of Directors.
- 2.02 Registered Agent and Office.** The Corporation shall have and continuously maintain a registered office in the State of Nebraska and a registered agent whose office is identical to such registered office. The registered office may, but need not, be identical with the principal office of the Corporation, and the address of such registered office may be changed by the Board of Directors from time to time.

### **ARTICLE III BOARD OF DIRECTORS**

- 3.01 Powers.** The business and affairs of the Corporation shall be exercised under the authority of its Board of Directors. The Board of Directors shall have full power to act on behalf of the Corporation as permitted by the statutes of the State of Nebraska, the Articles of Incorporation, and these Bylaws, all of which as may be amended from time to time. Directors must be residents of the State of Nebraska or surrounding areas.
- 3.02 Number and Qualifications.** The number of Directors constituting the entire Board shall be fixed by the Board, but such number shall not be less than three (3). The number of Directors may be increased or decreased from time to time by amendment to the Bylaws. No decrease shall shorten the term of any incumbent Director.

- 3.03 Term.** Directors serving an initial term shall serve for two years from the date of appointment. Thereafter, Directors shall serve three-year terms. The terms of Directors shall be staggered by date of appointment.
- 3.04 Appointment and Election.** The initial Board of Directors shall be appointed by the Incorporator of the Corporation. The Board of Directors shall be self-perpetuating, so that the current Directors shall elect the new Directors by written ballot and by a majority of votes cast. Each Director may cast his or her vote(s) for each of as many nominees as there are vacancies to be filled. There shall be no cumulative voting. Although the number and qualifications of the Directors may be changed from time to time by amendment of these Bylaws, no change shall affect the incumbent Directors during the terms for which they were elected.
- 3.05 Qualifications.** A majority of Directors must reside in the State of Nebraska or surrounding areas.
- 3.06 Vacancies.** Any vacancy shall be filled by majority vote of the remaining members of the Board of Directors for the unexpired term. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office, and shall serve until his or her successor is elected and qualified.
- 3.07 Removal.** A Director may be removed, with or without cause, by a majority vote of the Board of Directors, at any regularly scheduled or special meeting of the Board of Directors, whenever in its judgment the best interests of the Corporation would be served thereby. Any Director removed shall receive written notice of such removal.
- 3.08 Resignation.** Except as otherwise required by law, a Director may resign at any time by delivering written notice to the Board of Directors. Such resignation shall take effect at the time specified therein and, unless otherwise specified therein, no acceptance of such resignation shall be necessary to make it effective. If a resignation is made effective at a later date, the Board of Directors may fill the pending vacancy before the effective date if the Board of Directors provides that the successor does not take office until the effective date.
- 3.09 Quorum of Directors and Action by the Board.** Unless a greater proportion is required by law, a majority of the Directors then in office shall constitute a quorum for the transaction of business. If a quorum is present at the commencement of a meeting, a quorum shall be deemed present throughout such proceedings. Except as otherwise provided by law or by the Articles of Incorporation or these Bylaws, the act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board.
- 3.10 Ex-Officio Directors.** The Board may vote to appoint one or more ex officio Directors. An ex officio Director shall serve in an advisory capacity only and shall not be a voting member of the Board of Directors or a voting member of any committee of the Board of Directors. An ex officio Director shall not be counted for purposes of determining quorum. At the discretion of the President, the Board of Directors may hold discussions or votes outside the presence of the ex officio Director(s).
- 3.11 Regular Meetings.** The annual meeting of the Board of Directors shall be held each year at a date, time, and place to be determined by the Board of Directors. The Board

shall hold at least one regular meeting a year, but may meet more frequently if circumstances require. The Board may provide by resolution the date, time, and place for the holding of additional regular meetings without any other notice than such resolution.

- 3.12 Special Meetings.** Special meetings of the Board of Directors may be called by or at the written request of the President or a majority of the members of the Board of Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any date, time, and place as the place for holding any special meeting of the Board of Directors called by them.
- 3.13 Notice of Meetings.** Notice of any special meeting shall be given to each Director at least seven (7) days prior to the date of the meeting. Such notice shall state the time, date, and place of the meeting. Such notice shall state the purpose of the meeting when required by law. A Director's attendance at any meeting shall constitute waiver of notice of such meeting, excepting such attendance at a meeting by the Director for the purpose of objecting to the transaction of business because the meeting is not lawfully called or convened.
- 3.14 Action Without a Meeting.** Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any action required or permitted to be taken by the Board may be taken without a meeting if a majority of the Directors consent in writing through fax, mail, or by electronic mail to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the Directors shall be filed with the minutes of proceedings of the Board.
- 3.15 Meeting by Telephone.** Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any or all Directors may participate in a meeting of the Board or a committee of the Board by means of conference telephone or by any means, such as Skype or video teleconference, by which all persons participating in the meeting are able to communicate with one another, and such participation shall constitute presence in person at the meeting.
- 3.16 Voting.** Each Director shall have one vote. All voting at meetings shall be done personally and no proxy shall be allowed.
- 3.17 Compensation.** Directors shall not receive any compensation from the Corporation for services rendered to the Corporation as Directors, except that Directors may be reimbursed for expenses incurred in the performance of their duties to the Corporation, in reasonable amounts based on policies approved by the Board.
- 3.18 Absence.** Each Board member is expected to communicate with the President in advance of all Board meetings stating whether or not he or she is able to attend or participate by conference telephone or other agreed-upon means of communication. Any Director who is absent from three (3) successive Board meetings or fails to participate for a full year shall be deemed to have resigned due to non-participation, and his or her position shall be declared vacant, unless the Board affirmatively votes to retain that Director as a member of the Board.

## **ARTICLE IV COMMITTEES**

- 4.01 Committees of Directors.** The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees, each consisting of two or more Directors, which committees shall have and exercise the authority of the Board of Directors in the governance of the Corporation. However, no committee shall have the authority to amend or repeal these Bylaws, elect or remove any Officer or Director, adopt a plan of merger, or authorize the voluntary dissolution of the Corporation.
- 4.02 Executive Committee.** Between meetings of the Board of Directors, ongoing oversight of the affairs of the Corporation may be conducted by an Executive Committee, the membership of which shall include the Officers of the Board.
- 4.03 Finance/Audit Committee.** The Finance/Audit Committee is responsible for ensuring that the Corporation's financial statements and procedures are evaluated to determine that adequate fiscal controls and procedures are in place and that the Corporation is in good financial health. The Treasurer of the Board shall always be a member of the Finance/Audit Committee.
- 4.04 Other Committees and Task Forces.** The Board of Directors may create and appoint members to such other committees and task forces as they shall deem appropriate. Such committees and task forces shall have the power and duties designated by the Board of Directors, and shall give advice and make non-binding recommendations to the Board.
- 4.05 Term of Office.** Each member of a committee shall serve for one year until the next annual meeting of the Board of Directors and until a successor is appointed, unless the committee is sooner dissolved.
- 4.06 Vacancies.** Vacancies in membership of committees may be filled by the President of the Board.
- 4.07 Rules.** Each committee and task force may adopt rules for its meetings not inconsistent with these Bylaws or with any rules adopted by the Board of Directors.

## **ARTICLE V OFFICERS, AGENTS, AND EMPLOYEES**

- 5.01 Positions.** The Board of Directors of the Corporation shall elect a President, a Vice-President, a Secretary, and a Treasurer. Officers shall not receive any salary and must be Directors of the Corporation. Any two offices may be held by the same person.
- 5.02 Election and Term of Office.** The Officers of the Corporation shall be elected annually for one-year terms at the regular meeting of the Board of Directors. Vacancies may be filled or new offices created and filled at any meeting of the Board. Each Officer shall hold office until a successor shall have been duly elected or appointed and qualified.

- 5.03 Removal.** Any Officer may be removed, with or without cause, by a majority vote of the Board of Directors whenever in the Board's judgment the best interests of the Corporation will be served thereby.
- 5.04 Resignation from Office.** Officers may resign at any time by providing written notice to the Board of Directors. A resignation is effective when the notice is effective unless the notice specifies a later effective date. If a resignation is made effective at a later date, the Board of Directors may fill the pending vacancy before the effective date if the Board of Directors provides that the successor does not take office until the effective date.
- 5.05 President.** The President shall be the principal executive officer of the Corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the Corporation, unless such duties are delegated to an executive director or other principal of the Corporation. In the absence of paid staff, the President shall ensure the supervision and administration of the business and affairs of the Corporation. The President shall play a major role in resource development and in representing the organization within and outside the community. The President, as well as any other proper Officer or staff person of the Corporation authorized by the Board of Directors, may sign any deeds, bond, mortgages, or other instruments and enter into agreements necessary to carry out the missions and programs of the Corporation, except where these Bylaws or policies adopted by the Board require the signature of some other Officer or agent of the Corporation. The President shall communicate to other Officers or to the Board of Directors such matters and make such suggestions as may in her or his opinion tend to promote the prosperity and welfare and increase the usefulness of the Corporation, and, subject to the supervision of the Board of Directors, shall perform all duties customary to that office.
- 5.06 Vice President.** If elected, in case of the absence of the President or in the event of his or her inability or refusal to act, the Vice President shall perform the duties of that office. Like the President, the Vice President shall play a major role in resource development and in representing the organization within and outside the community.
- 5.07 Secretary.** The Secretary shall be responsible for keeping an accurate record of all meetings of the Board of Directors, see that all notices are duly given in accordance with these Bylaws or as required by law, maintain the official records of the organization, and, in general, perform all duties customary to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board.
- 5.08 Treasurer.** The Treasurer shall be responsible for financial management, including keeping all appropriate fiscal records and ensuring that all funds are recorded, spent, and monitored consistent with funder requirements, legal requirements, and sound financial management.
- 5.09 Agents and Employees.** The Board of Directors may choose to appoint an Executive Director, who shall serve at the pleasure of the Board. The Executive Director shall hire, direct, and discharge all other agents and employees, who shall have such authority and perform such duties as may be required to carry out the operations of the Corporation. Any employee or agent may be removed at any time, with or without cause. Removal without cause shall be without prejudice to such person's contract rights, if any, and the appointment of such person shall not itself create contract rights.

- 5.10 Compensation.** The Corporation may pay compensation in reasonable amounts to agents and employees for services rendered. The Board shall determine the level of compensation of the Executive Director, and shall approve compensation guidelines for other categories of employees. The Board may require Officers, agents, or employees to give security for the faithful performance of their duties.

## **ARTICLE VI MISCELLANEOUS**

- 6.01 Fiscal Year.** The fiscal year of the corporation shall be the calendar year or such other period as may be fixed by the Board of Directors.
- 6.02 Corporate Seal.** The Corporation shall not have a corporate seal.
- 6.03 Contracts and Other Agreements.** The Board of Directors may authorize the President, the Executive Director, if any, and the Secretary in the absence of an Executive Director to enter into contracts or to execute and deliver other documents and instruments on the Corporation's behalf. Such authority may be invested in other Officers or agents of the Corporation from time to time for specific purposes.
- 6.04 Gifts.** The Board of Directors may authorize the Executive Director and the Secretary, as well as the President, to accept on behalf of the Corporation any contribution, gift, bequest, or devise for the purposes of the Corporation.
- 6.05 Checks, Drafts, Loans, Etc.** All checks, drafts, loans, or other orders for the payment of money, or to sign acceptances, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by such Officer or Officers, agent or agents of the Corporation, and in such manner as shall be from time to time determined by the Board of Directors. In the absence of such determination, such instrument shall be signed by the President, except that disbursements over a specific amount, to be set by the Board from time to time, shall be considered "special disbursements" and must be approved in advance by the Board of Directors.
- 6.06 Deposits.** All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may from time to time select.
- 6.07 Books and Records.** The Corporation shall keep at its registered office in the State of Nebraska (1) correct and complete books and records of account, (2) minutes of the proceedings of the Board of Directors and any committee having any of the authority of the Board, and (3) a record of the names and addresses of the Directors entitled to vote. All books and records of the Corporation may be inspected by any Director having voting rights, or his or her agent or attorney, for any proper purpose at any reasonable time. Such inspection shall be made during normal business hours and such Director shall pay the reasonable cost of reproduction of such copies of such records as are requested by such Director.
- 6.08 Amendment of Articles and Bylaws.** The Articles of Incorporation and the Bylaws of the Corporation may be adopted, amended, or repealed by a majority vote of the Directors then in office, provided that at least ten days' (10) written notice has been

given each member of the Board of the intention to adopt, amend, or repeal the Articles of Incorporation or the Bylaws.

**6.09 Conflict of Interest.** The Directors and Officers of the Corporation shall comply with the conflict of interest requirements set forth in Nebraska Revised Statute § 21-1987 and in any Conflict of Interest Policy adopted by the Corporation.

**6.10 Loans to Directors and Officers.** No loans shall be made by the Corporation to its Directors or Officers.

**6.11 Indemnification, Insurance, etc.**

**6.11.01 Indemnification.** Unless otherwise prohibited by law, the Corporation shall indemnify any Director or Officer, any former Director or Officer, any person who may have served at its request as a Director or Officer of another corporation, whether for-profit or not-for-profit, and may, by resolution of the Board of Directors, indemnify any employee against any and all expenses and liabilities actually and necessarily incurred by him or her, or imposed on him or her in connection with any claim, action, suit, or proceeding (whether actual or threatened, civil, criminal, administrative, or investigative, including appeals) to which he or she may be or is made a party by reason of being or having been such Director, Officer, or employee. This is subject to the limitation, however, that there shall be no indemnification in relation to matters as to which he or she shall be adjudged in such claim, action, suit, or proceeding to be guilty of a criminal offense or liable to the Corporation for damages arising out of his or her own negligence or misconduct in the performance of a duty to the Corporation.

**6.11.02 Costs.** Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees; costs and disbursements; and judgments, fines, and penalties against, and amounts paid in settlement by, such Director, Officer, or employee. The Corporation may advance expenses to, or where appropriate may itself, at its expense, undertake the defense of, any Director, Officer, or employee. However, such Director, Officer, or employee shall undertake to repay or to reimburse such expense if it should ultimately be determined that he or she is not entitled to indemnification under this Article.

**6.11.03 Claims.** The provisions of this Article shall be applicable to claims, actions, suits, or proceedings made or commenced after the adoption hereof, whether arising from acts or omissions to act occurring before or after adoption hereof.

**6.11.04 Conflict of Law.** The indemnification provided by this Article shall not be deemed exclusive to any other rights to which such Director, Officer, or employee may be entitled under any statute, Bylaw, agreement, vote of the Board of Directors, or otherwise and shall not restrict the power of the Corporation to make any indemnification permitted by law.

**6.11.05 Insurance.** The Board of Directors may authorize the purchase of insurance on behalf of any Director, Officer, employee, or other agent against any liability asserted against or incurred by him or her, which arises out of such person's status as a Director, Officer, employee, or agent or out of acts taken in such capacity, whether or not the Corporation would have the power to indemnify the person against the liability under law.

6.11.06 Taxes. In no case, however, shall the Corporation indemnify, reimburse, or insure any person for any taxes imposed on such individual under Chapter 42 of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended ("the Code"). Further, if at any time the Corporation is deemed to be a private foundation within the meaning of 509 of the Code then, during such time, no payment shall be made under this Article if such payment would constitute an act of self-dealing or a taxable expenditure, as defined in o 4941(d) or o 4945(d), respectively, of the Code.

6.11.07 Lawsuit. If any part of this Article shall be found in any action, suit, or proceeding to be invalid or ineffective, the validity and the effectiveness of the remaining parts shall not be affected.

I, the undersigned, President of LRC Racing, hereby certify that the foregoing Restated Bylaws are adopted by the Corporation effective March, 14, 2019.

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Logan Watley, President