

BYLAWS
OF
SIDECAR RACERS ASSOCIATION WEST
A California nonprofit mutual benefit corporation

Dated as of October 24, 2005

BYLAWS

ARTICLE I

OFFICES: NONPROFIT MUTUAL BENEFIT STATUS

Section 1.01 Principal Offices. The Board shall fix the location of the principal executive office of the corporation at any place within or outside the State of California. If the principal executive office is located outside this state, and the corporation has one or more business offices in this state, the Board shall fix and designate a principal business office in the State of California.

Section 1.02 Office Offices. The Board may at any time establish branch or subordinate offices at any place or places where the corporation is qualified to do business, and may change the location of any office of the corporation.

Section 1.03 Nonpartisan Activities. The corporation has been formed under the California Nonprofit Mutual Benefit Corporation Law for the purposes described in the corporation's Articles of Incorporation.

ARTICLE II

MEMBERS

To be a voting member of the SRA West, dues must be paid on or before the first race of the scheduled season.

ARTICLE III

BOARD MEMBERS

Section 3.01 Powers.

(a) Subject to the provisions of the California Nonprofit Corporation Law and any limitations in the Articles of Incorporation or Bylaws of this corporation relating to actions required to be approved by the Members, the business and affairs of the corporation shall be managed and all corporate powers shall be exercised by or under the direction of the Board members.

(b) Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Board shall have the power and authority to:

i. select and remove all officers, agents, and employees of the corporation, prescribe such powers and duties for them as are not inconsistent with law,

ii. change the principal executive office or the principal business office in the State of California from one location to another; cause the corporation to be qualified to do business in any other state, territory, dependency, or foreign country and conduct business within or outside the State of California; adopt, make and use a corporate; and

iii. borrow money and incur indebtedness for the purposes of the corporation, and cause to be executed and delivered therefore, in the corporate name, promissory notes, bonds, debentures, deed of trust, mortgages, pledges, hypothecations, or other evidences of debt and securities therefore.

Section 3.02 President. The president shall be the general manager and chief executive officer of the corporation and shall, subject to the control of the Board have general supervision, direction and control of the business and the officers of the corporation. He/she shall preside at all meetings of the Board. He/she shall have the general powers and duties of management usually vested in the office of President of a corporation, and shall have such other powers and duties as may be prescribed by the Board.

Section 3.03 Vice Presidents. In the absence or disability of the President, the Vice Presidents, if any, in order of their rank as fixed by the Board, or if not ranked, a Vice President 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, perform such other duties as from time to time may be prescribed for them respectively by the Board.

Section 3.04 Chief Financial Officer/Secretary.

(a) The Chief Financial Officer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, and retained earnings. The books of account shall be open at all reasonable times to inspection by any Board member.

(b) The Chief Financial Officer shall cause to be deposited all moneys and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the Board members. He/she shall cause the funds of the corporation to be disbursed as he/she may be properly directed from time to time, shall render to the Board whenever requested an account of all of his/her transactions as Chief Financial Officer and of the financial condition of the corporation, and shall have other powers and perform such other duties as may be prescribed by the Board members or the Bylaws.

(c) The Secretary shall keep or cause to be kept at the principal executive office, or such other place as the Board may designate, a book of minutes of all meetings and

actions with the time and place of holding, the names of those present and the proceedings thereof.

Section 3.06 Number of Board Members. The authorized number of Board members shall be not less than two (2) and not more than five (5), the exact number to be fixed from time-to-time by a majority of the then authorized and acting Board members.

Section 3.07 Election and Term of Board Members. Board members shall be elected at each annual meeting of the Members to hold office until the next annual meeting. Each Board member, including a Board member elected to fill a vacancy, shall hold office until the expiration of the term for which elected and until a successor has been elected and qualified.

Section 3.08 Vacancies.

(a) Vacancies in the Board may be filled by a majority of the Members at any time. Each Board member shall hold office until the next meeting of the Members and until a successor has been elected and qualified.

(b) A vacancy or vacancies in the Board shall be deemed to exist in the case of the death, resignation or removal of any Board member, if the Board by resolution declares vacant the office of a Board member who has been declared of unsound mind by an order of court or convicted of a felony, if revoked by vote of the Members, or if found by final order or judgment of any court to have breached a duty under the California Nonprofit Mutual Benefit Corporation Law, or if the authorized number of Board members is increased, or the less than the full authorized number of Board member are elected at any meeting for that purpose.

(c) Any Board member may resign upon giving written notice to the Board members. A resignation shall be effective upon the giving of the notice, unless the notice specifies a later time for its effectiveness. If the resignation of a Board member is effective at a future time, the Board member may elect a successor to take office when the resignation becomes effective.

(d) No reduction of the authorized number of Board members shall have the effect of removing any Board member prior to the expiration of his/her term of office.

Section 3.09 Place of Meetings and Telephonic Meetings. Regular meetings of the Board may be held without notice, at any time and at any place within or outside the State of California that may be designated by these Bylaws, or from time to time by resolution of the Board. In the absence of the designation of a place, regular meetings shall be held at the principal executive office of the corporation. Special meetings of the Board shall be held at any place that has been designated in the notice of the meeting or, if not stated in the notice, at the principal executive office of the corporation. Any meeting, regular or special, may be held by

conference telephone or similar communications equipment, so long as all Board members participating in such meeting can hear one another, and all such Board members shall be deemed to be present in person of such meeting.

Section 3.10 Annual Meetings. The Board shall hold a regular meeting for purposes of organization, any desired election of officers and the transaction of other business. The annual meeting of the Board shall be held immediately following the annual meeting of Members. Notice of such meeting shall not be required.

Section 3.11 Other Regular Meetings. Other regular meetings of the Board may be held without call at such time as shall from time to time be fixed by the Board members. Such regular meetings may be held without notice.

Section 3.12 Special Meetings.

(a) Special meetings of the Board for any purpose or purposes may be called at any time by the Board members.

(b) Notice of the time and place of special meetings shall be delivered personally or by telephone to each Board member or sent by first-class mail, telegram or e-mail, charges prepaid, addressed to each Board member at his/her address as it is shown upon the records of the corporation. In case such notice is mailed, it shall be deposited in the United States mail at least four (4) days prior to the time of the holding of the meeting. In case such notice is delivered personally, or by telephone, telegram or e-mail, it shall be delivered personally or by telephone, telegram or e-mail at least forty-eight (48) hours prior to the time of the holding of the meeting. Any oral notice given personally, by e-mail or by telephone may be communicated to either the President or any other Board member. The notice need not specify the purpose of the meeting nor the place.

Section 3.13 Quorum. A majority of the authorized member of Board members shall constitute a quorum for the transaction of business, except to adjourn as hereinafter provided. Every act or decision done or made by a majority of the Board members present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Board members, if any action is approved by at least a majority of the required quorum for such meeting.

Section 3.14 Waiver of Notice. The transactions of any meeting of the Board, however called and noticed or wherever held, shall be as valid as though had at a meeting duly held after regular call and notice if a quorum is present and if, either before or after the

meeting, each of the Board members not present signs a written waiver of notice, a consent to holding the meeting or an approval of the minutes thereof. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents and approvals shall be filed with corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any Board member who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such Board member.

Section 3.15 Adjournment. A majority of the Board members present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

Section 3.16 Notice of Adjournment. Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than twenty-four (24) hours, in which case notice of such time and place shall be given prior to the time of the adjourned meeting, to the Board members who were not present at the time of the adjournment.

Section 3.17 Action Without Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such action by written consent shall have the same force and effect as a unanimous vote of the Board members. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

Section 3.18 Fees and Compensation of Board members. Board members and members of committees may receive such compensation, if any, for their services, and such reimbursement of expenses, as may be fixed or determined by resolution of the Board. Nothing herein contained shall be construed to preclude any Board member from serving the corporation in any other capacity as an officer, agent, employee, or otherwise and receiving compensation for such services.

ARTICLE IV

OFFICERS

Section 4.01 Officers. The officers of the corporation shall be a Race Director, and such other officers as may be appointed in accordance with the provisions of Section 4.03 of the Article IV. Any number of offices may be held by the same person.

Section 4.02 Election of Officers. The officers of the corporation, except such officers as may be appointed in accordance with the provisions of Section 4.03 or Section 4.05 of this Article IV shall be chosen by the members.

Section 4.03 Subordinate Officers, Etc. The Board may appoint, such other offices as the business of the corporation may require, each of whom shall hold office for such period, have such authority and perform such duties as are provided in the Bylaws or as the Board may from time to time determine.

Section 4.04 Removal and Resignation of Officers.

(a) Any officer may be removed, either with or without cause, by the Board, at any regular or special meeting thereof.

(b) Any officer may resign at any time by giving written notice to the Board. Any such resignation shall take effect upon the giving of such notice or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 4.05 Vacancies in Offices. A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in these Bylaws for regular appointments to such office.

ARTICLE V

GENERAL CORPORATE MATTERS

Section 5.01 Checks, Drafts, and Evidences of Indebtedness. 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 such person or persons and in such manner as, from time to time, shall be determined by resolution of the Board.

Section 5.02 Corporate Contracts and Instruments: How Executed. The Board may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances; and, unless so authorized or ratified by the Board no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or to any amount.

Section 5.03 Construction and Definitions. Unless the context requires otherwise, the general provisions, rules of construction and definitions in the California General

Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the foregoing, the singular number includes the plural, the plural number includes the singular, and the term “person” includes both a corporation and a natural person.

ARTICLE VI

RECORDS AND REPORTS

Section 6.01 Maintenance and Inspection of Bylaws. The corporation shall keep at its principal executive office, or, if its principal executive office is not in the State of California, at its principal business office in such State, if any, the original or a copy of the Bylaws as amended to date, which shall be open to inspection by a Board member at all reasonable times during usual business hours.

Section 6.02 Maintenance and Inspection of Other Corporate Records. The accounts books and records and minutes of proceedings of the members shall be kept at such place or places designated by the Board. The minutes shall be kept in written form and the accounting books and records shall be kept either in written form or in any other form capable of being converted into written form.

Section 6.03 Annual Statement of Information. The corporation shall each year during the calendar month in which its Articles of Incorporation were originally filed with the California Secretary of State, or at any time during the immediately preceding five (5) calendar months, file with the Secretary of State of the State of California, on the prescribed form, a statement setting forth the authorized number of Board members, the names and complete business or residence addresses of all incumbent Board members, the names and complete or residence addresses of the President, Vice-President, Chief Financial Officer/Secretary, the street address of its principal executive office or principal business office in this state (if any), and the general type of business constituting the principal business activity of the corporation, together with a designation of the agent of the corporation for the purpose of service of process.

ARTICLE VII

AMENDMENTS

Section 7.01 Amendment by Members. New Bylaws may be adopted or these Bylaws may be amended or repealed by the Members every two years subject to the Board’s review and approval.

Section 7.02 Amendment by the Board. Subject to the rights of the Board members as provided in Section 7.01 above, these Bylaws may be adopted, amended or repealed by the Board as they deem necessary.

Section 7.03 Amendment by the Board. The Board members and any elected officer or appointed officer shall hold office for a two year term.

Section 7.04 Amendment by the Board. The Vice President will assume the presidency after two years and a new Vice President is to be voted in by the members subject to the rights as provided in Section 7.03.

CERTIFICATE OF SECRETARY

The undersigned duly elected and acting Secretary of the Company hereby certifies that the foregoing Bylaws, consisting of either (7) Articles are the true and correct Bylaws of the Company adopted by the Board thereon on the date set forth below.

IN WITNESS WHEREOF, I have hereunto subscribed my name, as of the date set for the below.

Nida Murray, Secretary
Dated as of: October 24, 2005