

BY-LAWS
OF
Hudson United Racing Team Inc.

Article 1

Definitions

Name. The “Corporation” shall mean: Hudson United Racing Team Inc., its successors and assigns.

Directors. The “Directors” shall mean the organizers of the corporation. References in this document to the “Board” refers to group of chief organizers of the corporation.

Section 1. Purposes, Objectives and Governing Instruments

Charitable, Educational, and Scientific Purposes and Powers. The purposes of the Corporation, as set forth in the Articles of Incorporation, are exclusively charitable or educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future Federal tax law (“Section 501(c)(3)”). In furtherance of such purposes, the Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out the purposes, as set forth in the Articles of Incorporation and these Bylaws. The specific purposes of the Corporation are to promote, organizer for, advocate for a nordic ski racing community for citizens of all ages and abilities. This will take place in and around the State of New York and Vermont, primarily around southern region of the Adirondack Park. Emphasis is on bolstering strong youth participation in the Nordic sports of cross-country ski racing and biathlon and hosting events that bring winter enthusiasts together for racing and instruction. The Hudson United Racing Team is organized exclusively for charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. No part of the net earnings of the Hudson United Racing Team shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered, pay the racer grant amounts that builds youth participation at events that can be cost prohibitive, and to make payments and distributions in furtherance of the purposes set forth in Article Third. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation. Upon the dissolution of the Hudson United Racing Team, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall

be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Section 2.02 Governing Instruments.

The Corporation shall be governed by its Articles of Incorporation and its Bylaws.

Section 2.03 Nondiscrimination Policy.

The Corporation will not practice or permit any unlawful discrimination on the basis of sex, age, race, color, national origin, religion, physical handicap or disability, or any other basis prohibited by law.

Section 2.04 Limitations on Activities.

No part of the activities of the Corporation shall consist of participating in, or intervening in, any political campaign on behalf of or in opposition to any candidate for public office, nor shall the Corporation operate a social club or carry on business with the general public in a manner similar to an organization operated for profit. Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any activity not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future federal tax law.

Article 2

Membership

Membership in Hudson United Racing Team, Inc. may be held by any individual. There shall be no discrimination in issuing membership based on race, religion, age or sex. Any individual or family interested in advancing the purpose of the Hudson United Racing Team may become a member. The Directors may create classes of membership and shall determine the criteria and annual dues for each class of membership. Membership shall be granted upon application, accompanied by the dues that have been set for the class of membership for which application is made. The Directors may exempt any member from dues.

Article 3

Directors

Annual Meeting. A meeting of the shall be held annually at such place, on such date and at such time as may be fixed by the Board, for the purpose of electing Directors, reviewing reports and for the transaction of such other business as may be brought before the meeting.

Number. The number of Directors shall be fixed by the Directors, but such number shall not be less than three (3). **Election and Term of Office.** The initial Directors of the Corporation shall be those persons specified in the Certificate of Incorporation of the Corporation. Each Director shall

hold office until no longer electing to do so. A Director's successor will be elected by the current board members been elected and qualified will continue set duties until their resignation.

Powers and Duties. Subject to the provisions of law, of the Certificate of Incorporation and of these By-Laws, but in furtherance and not in limitation of any rights and powers thereby conferred, the Directors shall have the control and management of the affairs and operations of the Corporation and shall exercise all the powers that may be exercised by the Corporation.

Additional Meetings. Regular meetings of the Directors may be held at such times as the Directors may from time to time determine. Meetings may occur via email and other communication methods. Special meetings of the Board may also be called at any time by the majority of the Directors then in office.

Notice of Meetings. No notice need be given of any annual or regular meeting of the Board. Notice of a special meeting of the Board shall be given by service upon each Director in person or by emailing the same to him at his or her. At any meeting of the Directors, a majority of the Directors then in office shall be necessary to constitute a quorum for the transaction of business. However, should a quorum not be present, a majority of the Directors present may adjourn the meeting from time to time to another time and place, without notice other than announcement at such meeting, until a quorum shall be present.

Voting. At all meetings of the Board, each Director shall have one vote. In the event that there is a tie in any vote, the President shall have an additional vote to be the tie-breaker.

Action Without a Meeting. Any action required or permitted to be taken by the Directors or any committee thereof may be taken without a meeting if a majority of the Directors or any such committee consent in to the adoption of a resolution authorizing the action.

Resignation. Any Director may resign from office at any time by delivering a resignation to the Board of Directors, and the acceptance of the resignation, unless required by its terms, shall not be necessary to make the resignation effective.

Vacancies. Any newly created directorships and any vacancy occurring on the Directors arising at any time and from any cause may be filled by the vote of a majority of the Directors then in office at any Directors' meeting.

Participation by Telephone. Any one or more members of the Board or any committee thereof may participate in a meeting of the Board or such committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Article 4

Board of Directors and the Executive Officer.

The Officers of the Corporation shall be the Executive Officer and Board of Directors. Any vacancy occurring in any office, whether because of death, resignation or without cause, or any other reason, shall be filled by the remaining Directors.

Powers and Duties of the Chief Executive Officer of the Corporation.

The Chief Executive Officer shall from time to time make reports of the affairs and operations of the Corporation as the Board may direct and shall preside at all meetings of the Board. The CEO shall have such other powers and shall perform such other duties as may from time to time be directed by the Board.

Powers and Duties of the Directors. Each Director, if any, shall have such powers and shall perform such duties as may from time to time be assigned by the Board.

Bank Accounts, Checks, Contracts and Investments

The Board is authorized to select the banks or depositories it deems proper for the funds of the Corporation. The Board shall determine who shall be authorized from time to time on the Corporation's behalf to sign checks, drafts or other orders for the payment of money, acceptances, notes or other evidences of indebtedness. Records of Corporation transactions will be kept by the Chief Executive Officer and presented to the Board at meetings.

Contracts. The Board may authorize any Officer or Officers, agent or agents, in addition to those specified in these By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized 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 render it liable for any purpose or to any amount. Investments. The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal or otherwise, or stocks, bonds or other securities, as the Board may deem desirable.

Article 5

Dissolution

The Corporation may be dissolved only upon adoption of a plan of dissolution and distribution of assets by the Board that is consistent with the Certificate of Incorporation and with State law.

Article 6

Amendments

These By-Laws may be altered, amended, added to or repealed at any meeting of the Board called for that purpose by the vote of a majority of the Directors then in office.

Article 7

Construction

In the case of any conflict between the Certificate of Incorporation of the Corporation and these By-Laws, the Certificate of Incorporation of the Corporation shall control. These Bylaws were adopted by the Board of Directors of the Hudson United Racing Team on August 27, 2015.

Signatures of the Current Directors

Chris Yarsevich - Board Member/Director

Tim Huneck - Board Member/Director

Robert Underwood - Board Member/Director

Steve Tomb - Board Member/Director

David Paarlberg-Kvam - Chief Executive Organizer