

**BYLAWS
OF
DELAWARE ENDURO RIDERS, INC.**

ARTICLE I - GENERAL

Section 1. Non-Stock Corporation. Delaware Enduro Riders, Inc., a Delaware corporation (the “Corporation”), is a non-stock corporation.

Section 2. Purposes. The purposes of the Corporation are as set forth in the certificate of incorporation of the Corporation (such certificate and any amendments thereof being hereinafter collectively referred to as the “Certificate of Incorporation”).

Section 3. Registered Office. The address of the registered office of the Corporation in Delaware shall be 2190 South College Ave., Newark, New Castle County, DE 19702, and the registered agent at such address shall be the Corporation, all of which shall be subject to change from time to time as permitted by law.

Section 4. Principal Office. The initial principal office of the Corporation shall be located at 2190 Glasgow Avenue, Newark, New Castle County, DE 19702. The Corporation may also maintain offices at such other places within or without the United States as the board of directors of the Corporation (the “Board of Directors”) may, from time to time, determine.

ARTICLE II - MEMBERSHIP

Section 1. Membership. The membership of the Corporation shall consist initially of the members of the Board of Directors of the Corporation, who shall have full and exclusive voting rights and powers. The Board of Directors shall have the power to determine the conditions of membership for members of the Corporation other than the Board of Directors and the voting rights and powers of such other members, and to establish one or more classes of members, including one or more classes of non-voting members; *provided however*, that the voting rights and powers of the members of the Corporation shall be vested exclusively in the Board of Directors, and the Board of Directors shall be the sole members of the Corporation entitled to vote, until the Board of Directors agrees otherwise.

[Alt. **Section 1. Membership.** The membership of the Corporation shall consist of (i) the members of the Board of Directors of the Corporation, who shall have full and exclusive voting rights and powers among the membership (collectively, the “voting members”); and (ii) such other individuals who meet the conditions of membership (collectively, the “nonvoting members”). The Board of Directors shall have the power to determine the conditions of membership for nonvoting members of the Corporation and to establish one or more classes of nonvoting members; *provided, however*, that the voting rights and powers of the members of the

Corporation shall be vested exclusively in the voting members, and that the members of the Board of Directors shall constitute all of the voting members of the Corporation, until the Board of Directors agrees otherwise. A voting member shall become a nonvoting member upon his or her resignation, disqualification, removal, or replacement (through the due election and qualification of a successor) as a member of the Board of Directors.

Section 2. Resignation and Removal.

(A) Resignation. Any member of the Corporation may resign as such by, and such resignation shall be effective upon, delivering written notice thereof to the Corporation.

(B) Removal. The Board of Directors may remove any member with or without cause after proper notice thereof to such member [; *provided, however,* that the Board of Directors may not remove any voting member of the Corporation except (i) at a meeting of the Board of Directors called for such purpose, (ii) by the affirmative vote of not less than seventy-five percent (75%) of the members of the entire Board of Directors].

Section 3. Meetings of Members.

(A) Annual Meetings. The annual meeting of the members of the Corporation shall be held [at such date and time as determined by the Board of Directors///within [five months] after the close of the fiscal year of the Corporation] for the purpose of electing directors and transacting such other business as may properly come before the meeting.

(B) Special Meetings. Special meetings of the members of the Corporation for any purpose or purposes may be called at any time by the Board of Directors or by the President[, and shall be called by the President or the Secretary upon the written request of [twenty-five percent (25%)] of the members entitled to vote thereat,]or as otherwise required under statute. No business may be transacted at a special meeting except as specified in the notice for such meeting. If a special meeting is called by any person or persons other than the Board of Directors or the President, the request shall be made by such person or persons by written notice, specifying the time of such meeting – which time may not be less than 25 days nor more than 60 days after the date on which such written notice is delivered – and the general nature of the business proposed to be transacted, and such written notice shall be delivered to the Corporation or personally to the President or Secretary. The officer receiving such notice shall cause notice of the meeting to be promptly given to the members, in accordance with the provisions of Section 4 of this Article II. If the notice of the meeting is not so given within 20 days after the delivery of the written notice to the Corporation or personally to the President or Secretary as set forth above, the person or persons requesting the meeting may give the notice.

(C) Place of Meetings. All meetings of members shall be held at the principal office of the Corporation, or at such other places within or without the State of Delaware as shall be designated by the person calling the meeting in the notices or waivers of notice of such meetings.

(D) Attendance. Annual and special meetings of the members of the Corporation may be attended by nonvoting members, but only voting members shall be entitled to vote on matters brought before the members at such meetings. Members of the Corporation may participate in a meeting thereof by conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this bylaw shall constitute presence in person at such meeting.

Section 4. Notice of Meetings.

(A) Except as otherwise provided by statute, written notice of each meeting of members, whether annual or special, stating the time when and place where it is to be held and the means of remote communications, if any, by which members and proxy holders may be deemed to be present in person and vote at such meeting, shall be given in accordance with Section 2 of Article VIII by or at the direction of the Secretary upon each member of record entitled to vote at such meeting, and to any other member to whom the giving of notice may be required by law. The notice of special meeting shall also state the purpose or purposes for which the meeting is called, and shall indicate that it is being issued by, or at the direction of, the person or persons calling the meeting.

(B) Written notice of each annual meeting shall be given not less than ten (10) nor more than sixty (60) days before the date of such meeting.

(C) Written notice of each special meeting shall be given at least [forty-eight (48) hours] prior to the time at which such meeting is to be held.

Section 5. Quorum.

(A) Except as otherwise provided by statute, by the Certificate of Incorporation, or by these bylaws, at all meetings of members of the Corporation, the presence at the commencement of such meetings in person or by proxy, of at least [one-half (1/2)] of all of the members of the Corporation entitled to vote at such meeting shall be necessary and sufficient to constitute a quorum for the transaction of any business. The withdrawal of any member after the commencement of a meeting shall have no effect on the existence of a quorum after a quorum has been established at such meeting. Participation in a meeting by a member by conference telephone or similar means by means of which all members participating in the meeting can hear each other shall constitute presence in person by such member at such meeting.

(B) Despite the absence of a quorum at any annual or special meeting of members, the members, by a majority of the votes cast by the members present in person or by proxy and entitled to vote, may adjourn the meeting. The resumption of any such adjourned meeting may take place if a quorum is then present, and any business which may have been transacted at the meeting as originally called (if a quorum had been then present) may be transacted at the resumption of the adjourned meeting. Notice of the date, time, place, and the means of remote communications, if any, by which members and proxy holders may be deemed to be present in person and vote at such resumption of the adjourned meeting need not be given if (i) such information is announced at the adjourned meeting, and (ii) the resumption of the adjourned meeting takes place within thirty (30) days of the adjourned meeting. If the adjournment is for more than thirty (30) days, or if after the adjournment a new record date is fixed for the adjourned meeting, notice of the adjourned meeting shall be given to each member of record entitled to vote at the meeting.

Section 6. Voting.

(A) At all meetings of members all matters submitted to a vote shall, unless otherwise provided by law, the Certificate of Incorporation or these bylaws, be decided by the affirmative vote of a majority of all of the members entitled to vote thereon and present, in person or by proxy, at such meeting.

(B) Except as otherwise provided by statute, by the Certificate of Incorporation, or by these bylaws, at each meeting of members, each member of the Corporation entitled to vote thereat shall be entitled to one vote with respect to each matter subject to a vote of the members.

(C) Each member entitled to vote at, or to express consent or dissent to corporate action in writing without, a meeting of members may do so by proxy; provided, however, that the instrument authorizing such proxy to act shall have been executed in writing by the member himself or herself or by such member's attorney-in-fact thereunto duly authorized in writing. No proxy shall be valid after the expiration of one (1) year]from the date of its execution, unless the persons executing it shall have specified therein the length of time it is to continue in force. Such instrument shall be exhibited to the Secretary at the meeting and shall be filed with the records of the Corporation. A member may revoke any proxy which is not irrevocable by its express terms by attending a meeting and voting in person or by tendering to the Corporation at or before any meeting either an instrument in writing revoking the proxy or another duly executed proxy bearing a later date.

(D) Voting at meetings of members of the Corporation need not be by written ballot.

(E) Directors shall be elected at any meeting of the members of the Corporation called for that purpose, or at the annual meeting.

(F) Unless otherwise restricted by the Certificate of Incorporation, any action required or permitted to be taken by a vote of the members at an annual or special meeting thereof may be taken without a meeting, without prior notice, and without a vote, upon the written consent of such of the members who would have been entitled to vote upon the action if a duly called meeting were held and who have not less than the minimum number of votes that would otherwise be necessary to authorize or take such proposed action at such a meeting at which all members entitled to vote thereon were present and voted; provided that the written consent is delivered to the Corporation by delivery to its registered office in the State of Delaware, its principal place of business, or an officer or agent of the Corporation having custody of the book in which minutes of proceedings of meetings of members are recorded. Any copy, facsimile or other reliable reproduction of a consent in writing, including, without limitation, any signature page that was delivered by facsimile transmission or by electronic mail delivery of a ".pdf" format data file, may be substituted or used in lieu of the original writing for any and all purposes for which the original writing could be used, provided that such copy, facsimile or other reproduction shall be a complete reproduction of the entire original writing. Such consent so signed shall be inserted in the minute book of the Corporation under its proper date, and for any such action taken by less than unanimous written consent the Corporation shall provide prompt notice of the taking of such action to all members entitled to vote who did not consent in writing to such action.

Section 7. Organization of Meetings. Meetings of members shall be presided over by the chairman of the meeting who shall be the Chairman of the Board of Directors, if any, or in his or her absence the President or Chief Executive Officer, if any, or in his or her absence the Vice President, or in the absence of the foregoing persons or persons with functionally equivalent executive titles the person so designated by the Board of Directors, if any, or in the absence of any such designation a person chosen by plurality vote of the members of the Corporation entitled to vote who are present at the meeting. The Secretary, if any, or person with the functionally equivalent executive title shall act as secretary of the meeting, but in his or her

absence or if there is no such person the chairman of the meeting shall appoint a secretary of the meeting.

Section 8. Conduct of Meetings. Subject to and to the extent permitted by law, the Board of Directors may adopt by resolution such rules and regulations for the conduct of the meeting of members as it shall deem appropriate. Except to the extent inconsistent with law or such rules and regulations as adopted by the Board of Directors, the chairman of any meeting of members shall have the right and authority to prescribe such rules, regulations, and procedures and to do all such acts as, in the judgment of such chairman, are appropriate for the proper conduct of the meeting. Such rules, regulations, or procedures, whether adopted by the Board of Directors or prescribed by the chairman of the meeting, may include, without limitation, the following: (i) the establishment of an agenda or order of business for the meeting and announcement of the date and time of the opening and the closing of the polls for each matter upon which the members will vote at a meeting; (ii) rules and procedures for maintaining order at a meeting; (iii) limitations on attendance at or participation in the meeting to members of record of the Corporation, their duly authorized and constituted proxies, and such other persons as the chairman of the meeting shall determine; (iv) restrictions on entry to the meeting after the time fixed for the commencement thereof; (v) limitations on the time allotted to questions or comments by participants; and (vi) appointment of inspectors of election and other voting procedures. Unless and to the extent determined by the Board of Directors or the chairman of the meeting, meetings of members shall not be required to be held in accordance with the rules of parliamentary procedure.

Section 9. Record Date. Unless otherwise fixed by the Board of Directors, the record date for determining those voting members entitled to receive notice of, or to vote at, a meeting of the members of the Corporation, shall be the last business day preceding the day on which notice of such meeting is given.

ARTICLE III - BOARD OF DIRECTORS

Section 1. Number, Election and Term of Office.

(A) The Board of Directors shall consist of at least [one (1)] but not more than [thirty-five (35)] members. The number of members comprising the Board of Directors initially shall be the number of persons named as directors in the Certificate of Incorporation or, if no person is so named, the number of persons elected by the Incorporator(s). The number of members comprising the Board of Directors thereafter shall be determined from time to time by resolution of the Board of Directors; provided, however, that no reduction of the authorized number of members comprising the Board of Directors shall have the effect of removing any member of the Board of Directors before such member's term of office expires.

(B) To serve as a member of the Board of Directors, one must agree with the purposes and objectives of the Corporation [and be a member of the Corporation]. [Upon election as a member of the Board of Directors, such [member///person] shall thereupon become a voting member of the Corporation.]

(C) Each director shall hold office until his or her successor is elected and qualified at the annual meeting of the members next succeeding his or her election, or until his or her prior death, resignation, disqualification, inability to act, or removal. Upon the expiration of a director's term, the election and qualification of such director's successor, or such director's prior death, resignation, disqualification, inability to act, or removal, such [member///person] shall thereupon cease to be a voting member of the Corporation.]

Section 2. Duties and Powers. The Board of Directors shall be responsible for the control and management of the affairs, property, and interests of the Corporation and may exercise all powers of the Corporation, except as are in the Certificate of Incorporation or these bylaws or by statute expressly conferred upon or reserved to the members.

Section 3. Regular Meetings. A regular meeting of the Board of Directors shall be held immediately following the annual meeting of the members, at the place of such annual meeting of members. The Board of Directors, from time to time, may provide by resolution for the holding of other regular meetings of the Board of Directors, to be held within or without the State of Delaware at such time and place as may be set forth in such resolution.

Section 4. Special Meetings. Special meetings of the Board of Directors shall be held whenever called by the President, either in the President's sole discretion or when and as requested by at least one-third (1/3) of the members of the Board of Directors, at such time and place within or without the State of Delaware as may be specified in the respective notices or waivers of notice thereof.

Section 5. Notice.

(A) Notice of any regular meeting of the Board of Directors shall not be required to be given and, if given, need not specify the purpose of the meeting; provided, however, that in case the Board of Directors shall fix or change the time or place of any regular meeting, written notice of such meeting shall be given by or at the direction of the Secretary or other officer appointed by the Board of Directors to each director who shall not have been present at the meeting at which such action was taken within the time set forth in paragraph (B) of this Section 5 with respect to special meetings, unless such notice shall be waived in the manner set forth in paragraph (C) of Section 2 of Article VIII.

(B) Except as otherwise required by statute, written notice of the date, time, and place of a special meeting, and the means of remote communications, if any, by which directors may be deemed to be present in person and vote at such meeting, shall be given by or at the direction of the person calling the meeting to each director not less than [three (3)] nor more than sixty (60) days before the date on which the meeting is to be held. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in any notice or waiver of notice of such meeting.

Section 6. Organization. Meetings of the Board of Directors shall be presided over by the chairman of the meeting who shall be the Chairman of the Board of Directors, if any, or in his or her absence the President or Chief Executive Officer, if any, or in his or her absence the

Vice President[, if any], or in the absence of the foregoing persons or persons with functionally equivalent executive titles the person so designated by the Board of Directors, if any, or in the absence of any such designation a person chosen by the Board of Directors at the meeting. The Secretary, if any, or person with the functionally equivalent executive title shall act as secretary of the meeting, but in his or her absence or if there is no such person the chairman of the meeting shall appoint a secretary of the meeting.

Section 7. Quorum and Adjournments.

(A) Except as otherwise provided by statute, by the Certificate of Incorporation, or by these bylaws, at all meetings of the Board of Directors, the presence of [a majority///one-half (1/2)///one-third (1/3)] of the total number of directors constituting the entire Board of Directors shall be necessary and sufficient to constitute a quorum for the transaction of business. Participation in a meeting by a director by conference telephone or similar means by means of which all directors participating in the meeting can hear each other shall constitute presence in person by such director at such meeting.

(B) A majority of the directors present at the time and place of any regular or special meeting, although less than a quorum, may adjourn the same from time to time without notice, until a quorum shall be present. The resumption of any such adjourned meeting may take place if a quorum is then present, and any business which may have been transacted at the meeting as originally called (if a quorum had been then present) may be transacted at the resumption of the adjourned meeting. Notice of the date, time, place, and the means of remote communications, if any, by which directors may be deemed to be present in person and vote at such resumption of the adjourned meeting need not be given if (i) such information is announced at the adjourned meeting, and (ii) the resumption of the adjourned meeting takes place within thirty (30) days of the adjourned meeting.

(C) Members of the Board of Directors may participate in a meeting thereof by conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this bylaw shall constitute presence in person at such meeting.

Section 8. Manner of Acting.

(A) At all meetings of the Board of Directors, each director present shall have one vote.

(B) Except as otherwise provided by statute, by the Certificate of Incorporation, or by these bylaws, the action of a majority of the directors present at any meeting at which a quorum is present shall be the act of the Board of Directors.

(C) Except as otherwise provided by statute, by the Certificate of Incorporation, or by these bylaws, any action authorized in writing or by electronic transmission by all of the directors entitled to vote thereon and filed with the minutes of the Corporation shall be the act of the Board of Directors with the same force and effect as if the same had been passed by unanimous vote at a duly called meeting of the Board of Directors. Any copy, facsimile or other reliable reproduction of a consent in writing, including, without limitation, any signature page that was delivered by facsimile transmission or by electronic mail delivery of a “.pdf” format data file, may be substituted or used in lieu of the original writing for any and all purposes for which the original writing could be used, provided that such copy, facsimile or other

reproduction shall be a complete reproduction of the entire original writing. Any such written consent or electronic transmission shall set forth the action so authorized and shall be filed with the minutes of proceedings of the Board of Directors.

(D) Subject to applicable law, the Certificate of Incorporation, and these bylaws, the Board of Directors shall fix its own rules of procedure and conduct from time to time.

Section 9. Vacancies. Any vacancy in the Board of Directors occurring by reason of an increase in the number of directors, or by reason of the death, resignation, disqualification, removal (unless a vacancy created by an increase in the number of directors by or the removal of a director by the members shall be filled by the members at the meeting at which the increase or removal was effected), or inability to act of any director, or otherwise, shall be filled for the unexpired portion of the term by a majority vote of the remaining directors, even if less than a quorum or less than the number of directors required to serve at any time under these bylaws, at any regular meeting or special meeting of the Board of Directors called for that purpose. Any director so elected by reason of such vacancy shall hold office for the remaining term of the director that he or she is replacing and until his or her successor is elected and qualified at the annual meeting of the members [next succeeding his or her election///corresponding to the completion of such term], or until his or her prior death, resignation, disqualification, inability to act, or removal.

Section 10. Resignation. Any director may resign at any time by giving written notice to the President or the Secretary of the Corporation, or to the attending members of the Board of Directors at any duly called meeting thereof. Unless otherwise specified in such written notice, such resignation shall take effect upon receipt thereof by such officer or by the attending members of the Board of Directors, and the acceptance of such resignation shall not be necessary to make it effective. [Effective immediately, upon resignation from the Board of Directors, the resigning member shall be and become a nonvoting member of the Corporation.]

Section 11. Removal. Any director may be removed with or without cause at any time by the affirmative vote of a majority of the voting members of the Corporation at a special meeting of the members called for that purpose. Effective immediately upon removal from the Board of Directors, the removed member shall be and become a nonvoting member of the Corporation.

Section 12. Salary. No salary shall be paid to directors, as such, for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, consistent with Article V hereof may be allowed for attendance at each regular or special meeting of the Board of Directors; provided, however, that nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity and receiving compensation therefor consistent with Article V hereof.

Section 13. Committees.

(A) The Board of Directors, by resolution adopted by a majority of the entire Board of Directors, may from time to time designate from among its members an executive

committee and such other committees, and alternate members thereof, as it deems desirable, each consisting of [one] or more directors of the Corporation, with each such committee having such powers and authority of the full Board of Directors (to the extent permitted by law) as may be provided in such resolution, except that no committee may be delegated the authority to (i) make, alter, or amend these bylaws, or (ii) fill vacancies on the Board of Directors. Each such committee shall serve at the pleasure of the Board of Directors.

(B) The committees shall meet at stated times or on notice of all by any of their own number and shall fix their own rules of procedure [; provided that (i) the vote of a majority of the total members of the committee shall be required to constitute an act of such committee, and (ii) minutes of each committee meeting, and a written record of any action taken by the committee without a meeting, shall be maintained by a designated member of the committee].

ARTICLE IV - OFFICERS

Section 1. Number, Qualifications, Election, and Term of Office.

(A) The officers of the Corporation shall consist of a President, a Vice President, a Secretary, a Treasurer, a Referee and such other officers having such titles, powers, and responsibilities as the Board of Directors may determine, including a Chairman of the Board of Directors, as the Board of Directors may from time to time deem advisable. Any officer may be, but is not required to be, a director of the Corporation, except that any Chairman of the Board of Directors must be elected from among the members of the Board of Directors. Any two or more offices may be held by the same person.

(B) The officers of the Corporation shall be elected by the Board of Directors at the regular annual meeting of the Board of Directors following the annual meeting of members.

(C) Each officer shall hold office until his or her successor is elected and qualified at the annual meeting of the directors next succeeding his or her election, or until his or her prior death, resignation, disqualification, inability to act, or removal.

Section 2. Resignation. Any officer may resign at any time by giving written notice of such resignation to the President or the Secretary of the Corporation, or to the attending members of the Board of Directors at any duly called meeting thereof. Unless otherwise specified in such written notice, such resignation shall take effect upon receipt thereof by such officer or by the attending members of the Board of Directors, and the acceptance of such resignation shall not be necessary to make it effective.

Section 3. Removal. Any officer may be removed, either with or without cause, and a successor elected, by the Board of Directors at any time. Any such removal shall be without prejudice to the contractual rights, if any, of such officer with the Corporation.

Section 4. Vacancies. A vacancy in any newly created office or in an existing office by reason of death, resignation, removal, inability to act, disqualification, or any other cause, may at any time be filled by the Board of Directors. Any officer so elected by reason of such vacancy shall hold office until his or her successor is elected and qualified at the annual meeting of the

Board of Directors or until his or her prior death, resignation, disqualification, inability to act, or removal.

Section 5. Duties of Officers. Officers of the Corporation shall, unless otherwise provided by the Board of Directors, each have such powers and duties as generally pertain to their respective offices as well as such powers and duties as may be set forth in these bylaws, or as may be from time to time specifically conferred or imposed by the Board of Directors; provided, however, that the Board of Directors may from time to time delegate the powers or duties of any officer to any other officers or agents, notwithstanding any other provision of these bylaws.

- (a) President. The President shall be the chief executive officer of the Corporation and shall have responsibility for the general and active day-to-day management of the business and affairs of the Corporation as is usually vested in the office of President of a corporation. The President shall keep the Board of Directors fully informed and shall freely consult with them concerning the business of the Corporation. The President shall see that all orders and resolutions of the Board of Directors are carried into effect. [In the absence or non-election of the Chairman of the Board of Directors, the//The] President shall preside at all meetings of the members or Board of Directors if present thereat. Except as the Board of Directors shall authorize the execution thereof in some other manner, the President shall execute all authorized bonds, mortgages, contracts, agreements, and other obligations and instruments on behalf of the Corporation and shall cause the corporate seal to be affixed to any instrument requiring it and, when so affixed, the seal shall be attested by the signature of the Secretary or Treasurer or an Assistant Secretary or an Assistant Treasurer. The President shall have general supervision and direction of all of the other officers, employees, and agents of the Corporation.
- (b) Vice President. The Vice President shall assist the President in carrying out the programs of the Corporation and have such other powers and perform such other duties as the Board of Directors may from time to time prescribe. The Vice President, or if there is more than one Vice President, the Vice President so designated, shall perform the duties and exercise the powers of the President in the event of the President's prolonged absence or disability.
- (c) Secretary. The Secretary shall attend all sessions of the Board of Directors and all meetings of the members and record all votes and the minutes of all proceedings in a book to be kept for that purpose. The Secretary shall give, or cause to be given, notice of all meetings of the members and special meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or President, under whose supervision

the Secretary shall be. The Secretary shall keep in safe custody the seal of the Corporation and, when authorized by the Board of Directors, affix the same to any instrument requiring it, and when so affixed, it shall be attested by the Secretary's signature or by the signature of the Treasurer[or any Assistant Secretary or Assistant Treasurer]. [The Assistant Secretaries shall, in the absence or disability of the Secretary, perform the duties and exercise the powers of the Secretary and shall perform such other duties as the Board of Directors shall prescribe.]

(d) Treasurer. The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipt and disbursements in books belonging to the Corporation and shall deposit all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the President and Board of Directors, at the regular meetings of the Board of Directors or whenever they may require it, an account of all the Treasurer's transactions and of the financial condition of the Corporation. [The Assistant Treasurers shall, in the absence or disability of the Treasurer, perform the duties and exercise the powers of the Treasurer and shall perform such other duties as the Board of Directors shall prescribe.]

(e) Referee.

1. Performs referee's duties as stated in the current AMA rule book
2. Performs Referee's duties as required by all regional sanctioning associations.

ARTICLE V - 501(c)(3) TAX EXEMPTION PROVISIONS

Section 1. Limitations on Activities.

(A) No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation except to the extent permitted by Section 501(h) the Internal Revenue Code of 1986, as amended (the "Code"), or the corresponding provision of any future federal tax law, 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.

(B) Notwithstanding any other provisions of these bylaws, the Corporation shall not carry on any activities the existence of which would cause it to fail to qualify as an organization exempt from federal income tax under Section 501(c)(3) of the Code or the corresponding provision of any future federal tax law[, or as a corporation contributions to which are deductible under Section 170(c)(2) of the Code or the corresponding provision of any future federal tax law].

Section 2. Prohibition Against Private Inurement. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, its members, directors or trustees, officers, or other persons having a personal or private interest in the activities of the Corporation, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the Corporation.

Section 3. Distribution of Assets. Upon the dissolution of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or the corresponding provision of any future federal tax law, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of the State of Delaware.

ARTICLE VI - AMENDMENTS

Section 1. By Members. All bylaws of the Corporation shall be subject to alteration or repeal, and new bylaws may be made, by the affirmative vote of a majority of members entitled to vote in the election of directors at any annual or special meeting of members, provided that the notice or waiver of notice of such meeting shall have summarized or set forth in full therein the proposed amendment.

Section 2. By Directors. The Board of Directors shall have power to make, adopt, alter, amend, and repeal, from time to time, bylaws of the Corporation; provided, however, that the members entitled to vote with respect thereto in Section 1 of this Article VI may alter, amend, or repeal bylaws made by the Board of Directors; and provided further, that the Board of Directors shall have no power to change the quorum for meetings of members or of the Board of Directors, or to change any provisions of the bylaws with respect to the removal of directors or the filling of vacancies in the Board of Directors resulting from the removal of a director by the members. If any bylaw regulating an impending election of directors is adopted, amended, or repealed by the Board of Directors, there shall be set forth in the notice of the next meeting of members for the election of directors, the bylaw so adopted, amended, or repealed, together with a concise statement of the changes made.

ARTICLE VII - INDEMNITY

Section 1. Indemnification of Directors and Officers. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that such person is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director, officer, or member of another corporation, partnership, joint venture, trust, or other enterprise, as follows:

- (a) If the action, suit, or proceeding is not by or in the right of the Corporation:

(i) against expenses (including, without limitation, reasonable attorneys' fees) actually and reasonably incurred by such person in connection therewith to the extent that such person has been successful on the merits or otherwise in defense of such action, suit, or proceeding, or of any claim, issue, or matter therein; and

(ii) against expenses (including, without limitation, reasonable attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection therewith if such person acted in good faith and in a manner such person reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe such person's conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which such person reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that such person's conduct was unlawful.

(b) If the action, suit, or proceeding is by or in the right of the Corporation:

(i) against expenses (including, without limitation, reasonable attorneys' fees) actually and reasonably incurred by such person in connection therewith to the extent that such person has been successful on the merits or otherwise in defense of such action, suit, or proceeding, or of any claim, issue, or matter therein; and

(ii) against expenses (including, without limitation, reasonable attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement thereof if such person acted in good faith and in a manner such person reasonably believed to be in, or not opposed to, the best interests of the Corporation, except that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable to the Corporation for negligence or misconduct in the performance of such person's duty to the Corporation, unless and only to the extent that the Court of Chancery of the State of Delaware or other court in which such action, suit, or proceeding was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

Section 2. Indemnification Procedure to be Followed. Any indemnification under paragraph (a)(ii) or (b)(ii) of Section 1 of this Article VII (unless ordered by a court or made pursuant to a determination by a court as hereinafter provided) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the present or former director or officer is proper under the circumstances because such person has met the applicable standard of conduct set forth in said paragraph (a)(ii) or (b)(ii), as applicable. Such determination shall be made (i) by the Board of Directors by a majority vote [of a quorum consisting of directors who were not parties to such action, suit, or proceeding; or (ii) if such a quorum is not obtainable, or, even if obtainable and a majority of disinterested directors so directs, by independent legal counsel in a written opinion;///of directors who were not parties to such action, suit, or proceeding, even if less than a quorum; or (ii) if a majority of disinterested directors so directs, by independent legal counsel in a written opinion;] or (iii) by a majority vote of disinterested members. [In the absence of a determination that indemnification is proper as aforesaid, the director or officer may apply to the Court of Chancery of the State of Delaware or

the court in which the action, suit, or proceeding was brought, which shall determine whether the director or officer has met the applicable standard of conduct set forth in such paragraph (a)(ii) or (b)(ii), as applicable. If the court shall determine that such person has met such standard, indemnification shall be made under such paragraph (a)(ii) or (b)(ii), as applicable.]

Section 3. Payment of Indemnification Expenses in Advance. Expenses incurred by a present or former director or officer in defending an action, suit, or proceeding referred to in Section 1 of this Article VII may be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding as authorized by the disinterested directors, by the disinterested members, or by a court by the same procedure for the determination of indemnification provided in such Section 2 hereof, but only upon receipt of a written undertaking by or on behalf of such person to repay such amount unless it shall ultimately be determined that such person is entitled to be indemnified by the Corporation as authorized in such Section 1 hereof. Such expenses incurred by such person may be so paid upon such terms and conditions, if any, as the Corporation deems appropriate.

Section 4. Other Indemnification Rights.

(A) The indemnification provided by these bylaws shall not be deemed exclusive of any other rights to which a person seeking indemnification or advancement of expenses hereunder may be entitled under any statute, agreement, vote of disinterested members or disinterested directors, or otherwise both as to action in such person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors, and administrators of such person.

(B) A right to indemnification or to advancement of expenses under these bylaws shall not be eliminated or impaired by an amendment to these bylaws after the occurrence of the act or omission that is the subject of the civil, criminal, administrative, or investigative action, suit, or proceeding for which indemnification or advancement of expenses is sought.

(C) The Corporation's obligation, if any, to indemnify any person who was or is serving at its request as a director, officer, member, employee, or agent of another corporation, partnership, joint venture, trust, enterprise, or non-profit entity shall be reduced by any amount such person may collect as indemnification from such other corporation, partnership, joint venture, trust, enterprise, or non-profit entity.

Section 5. Indemnification Insurance. The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director or officer of the Corporation or who is or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against such person and incurred by such person as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of these bylaws.

ARTICLE VIII - MISCELLANEOUS

Section 1. Books and Records. Except as otherwise required by the laws of the State of Delaware, the books, records, and accounts of the Corporation may be kept within or without the State of Delaware at such place or places as may from time to time be designated by a resolution of the Board of Directors.

Section 2. Notice.

(A) Any notice required under these bylaws must be in writing and, except as provided under paragraph (B), either (i) delivered personally, such delivery memorialized by a receipt signed by the person so noticed (or, if to the Corporation, delivered personally to the President or Secretary of the Corporation and memorialized by a receipt signed by such officer); or (ii) sent by United States certified or registered mail, postage prepaid, return receipt requested or sent guaranteed next-business-day delivery by nationally recognized express delivery service, to such person's address as it appears on the records of the Corporation (or, if to the Corporation, to the address of the registered office of the Corporation in the State of Delaware or of the principal office of the Corporation as reflected on the books and records of the Corporation). Personal delivery of notice shall be deemed given on the day so delivered. Notice sent by United States mail shall be deemed to be given three (3) business days after deposited in the United States mail as set forth above. Notice sent by express delivery service as set forth above shall be deemed given one (1) business day after delivered to such service. A member or director should promptly provide updates to his or her notice information to the Corporation in a manner consistent with the notice provisions contained herein.

(B) Any notice required under these bylaws may alternatively be sent to a member or director by facsimile transmission or by email transmission, if and as consented to by such member or director, and such notice will be deemed to be given one (1) business day after the transmission of such notice to a facsimile number or electronic mail address at which such member or director has consented to receive notice. Consent by a member or director to delivery of notice by facsimile transmission or by email transmission may be revoked by such member or director upon written notice to the Corporation and shall be deemed revoked if the Corporation is unable to deliver by facsimile transmission or by email transmission, as applicable, in accordance with such consent any notice required under these bylaws, which inability becomes known to the Secretary [or any Assistant Secretary]of the Corporation or other person responsible for the giving of notice by the Corporation; provided, however, that an inadvertent failure to treat such inability as a revocation shall not invalidate any meeting or other action.

(C) Any written waiver of notice, signed by the person entitled to notice, or a waiver by facsimile or email transmission by the person entitled to notice, whether before or after the time stated therein, shall be deemed equivalent to notice. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when such person attends such meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of any regular or special meeting of the members or directors need be specified in any written waiver of notice or any waiver by facsimile or email transmission.

Section 3. Fiscal Year. The fiscal year of the Corporation shall be fixed by the Board of Directors from time to time, subject to applicable law.

Section 4. Corporate Seal. The corporate seal shall be in such form as shall be approved from time to time by the Board of Directors.

The undersigned Secretary certifies that the foregoing Bylaws have been adopted by the incorporators of the Corporation and ratified by the initial Board of Directors of the Corporation to constitute the first Bylaws of the Corporation.

Attest:

Name:
Secretary

Dated: _____, 2019