

BYLAWS
OF
TONKA NORDIC RACING BOOSTER CLUB
dba "TNR Booster Club"

ARTICLE 1 – OFFICES

1.1) Offices. The principal office of the corporation shall be 221 Piedmont Court, Chanhassen, MN 55317. The corporation may have offices at such other places, within or without the State of Minnesota, as the Board of Directors may from time to time designate.

ARTICLE 2 – DIRECTORS

2.1) General Powers. The business and affairs of the corporation shall be managed by or under the direction of the Board of Directors.

2.2) Number and Election. The number of directors shall be established by resolution of the Board but shall not be less than as required by law. Subject to change by the directors, the number of initial board members shall be between three (3) and nine (9). At each annual meeting, the directors shall determine the number of directors and elect directors.

2.3) Term. Each director shall serve for a one or two-year term, as determined by resolution of the Board, and until his or her successor shall have been duly elected and qualified, or until the earlier death, resignation, removal, or disqualification of such director.

2.4) Removal. A director may be removed at any time for cause by a unanimous vote of the other directors of the corporation. Cause shall include acts involving criminal activity, acts of material dishonesty or other acts which significantly negatively impact the Tonka Nordic Racing Booster Club or the high school/community program it supports. Removal shall be effective upon the mailing of a written notice to the director who is removed.

2.5) Resignation. Any director may resign at any time by giving written notice to the Secretary. Such resignation shall take effect without acceptance upon receipt of the notice, unless a later date is specified in the notice.

2.6) Vacancies. Vacancies in the Board of Directors shall be filled by the remaining directors, even though less than a quorum. A person so elected to fill a vacancy shall serve as a director for the remainder of the term whose vacancy has been filled, and until his or her successor has been elected and qualified.

2.7) Quorum; Voting. Not less than one-half of the directors currently holding office shall constitute a quorum for the transaction of business. In the absence of a quorum, a majority of the directors present may adjourn a meeting from time to time until a quorum is present. If a quorum is present when a duly called or held meeting is convened, the directors present may continue to transact business until adjournment even though the withdrawal of a number of directors originally present leaves less than the number otherwise required for a quorum. Except as otherwise required by law, the Articles of Incorporation or these Bylaws, the acts of a majority of the directors present at a duly held meeting shall be the acts of the Board of Directors.

2.8) Board Meetings.

(a) Meetings. The Board of Directors shall hold an annual meeting for the purpose of electing officers and transacting any other business coming before it. The Board may hold such other meetings as it may from time to time determine. The meetings shall be held at any place within or without the State of Minnesota that the Board may designate or by any means described in Section 2.10 below. Absent such designation, Board meetings shall be held at the registered office of the corporation. Any director may call a special Board meeting.

(b) Notice. Any director may call a Board meeting by giving two (2) days' notice to all directors of the date, time and place of the meeting. The notice need not state the purpose of the meeting, unless otherwise required by law or these Bylaws. Notice is given (i) when mailed to the director at the address of the director in the corporate records; (ii) when communicated orally to the director; (iii) when handed to the director; (iv) when provided to the director by means of any form of electronic communication to which the director has consented, in writing or by authenticated electronic communication, to receive notice; or (v) when faxed to a telephone number at which the director has consented to receive notice. If a meeting schedule is adopted by the Board, or if the date and time of the Board meeting has been announced at a previous Board meeting, no notice is required.

2.9) Waiver of Notice. A director may waive notice of any meeting before, at, or after the meeting, in writing, orally, by authenticated electronic communication, or by attendance. Attendance at a meeting by a director is a waiver of notice of that meeting unless the director objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and does not participate thereafter in the meeting. All waivers shall be filed with the records of the corporation.

2.10) Board Meetings Held Solely by Means of Remote Communication. Any meeting among directors may be conducted solely by one or more means of remote communication through which all of the directors may participate with each other during the meeting, if the notice is given of the meeting as required by Section 2.8 above, and if the number of directors participating in the meeting is sufficient to constitute a quorum at a meeting. Participation in a meeting by that means constitutes presence at the meeting.

2.11) Participation in Board Meetings by Means of Remote Communication. A director may participate in a Board meeting by means of conference telephone or, if authorized by the Board, by such other means of remote communication, in each case through which the director, other directors so participating, and all directors physically present at the meeting may participate with each other during the meeting. Participation in a meeting by that means constitutes presence at the meeting.

2.12) Action without Meeting. Any action of the Board of Directors that may be taken at a meeting thereof may be taken without a meeting if authorized by a written action signed or consented to by authenticated electronic communication by all of the directors (or such lesser number of directors as may be permitted by the Articles of Incorporation). Any such written action shall be filed with the Minutes of the corporation.

2.13) Compensation. Directors shall receive no compensation for their services as directors, but may be reimbursed for reasonable expenses as shall be determined from time to time by resolution of the Board of Directors. Nothing herein shall be construed to preclude any

director from serving the corporation in any other capacity and receiving proper compensation therefor.

ARTICLE 3 – OFFICERS

3.1) General. The corporation shall have a President, Treasurer, and Secretary and such other officers, including Vice President, or agents as it deems necessary. Any of the offices or functions of those offices may be held by the same person. Officers shall receive no compensation for their services but shall receive reimbursement for their expenses as determined from time to time by the Board by resolution.

3.2) Election, Term, and Removal. At the annual meeting of the Board of Directors, the Board shall elect officers, who shall hold office until the next election of officers and until their successors shall have been duly elected and qualified, or until the earlier death, resignation, removal, or disqualification of such officer; provided, however, that any officer may be removed with or without cause by the affirmative vote of a majority of the directors present at any duly held meeting of the Board (without prejudice, however, to any contract rights of such officer).

3.3) Resignation. Any officer may resign at any time by giving written notice to the corporation. The resignation is effective without acceptance when notice is given to the corporation, unless a later date is specified in the notice.

3.4) Vacancies. If a vacancy in any office of the corporation occurs for any reason, such vacancy may, or in the case of a vacancy in the office of President or Treasurer shall, be filled for the unexpired part of the term by the Board of Directors.

3.5) President. Unless provided otherwise by a resolution adopted by the Board of Directors, the President shall (a) be the chief executive officer of the corporation, and have general active management of the business of the corporation; (b) preside at all meetings of the Board; (c) see that all orders and resolutions of the Board are carried into effect; (d) sign and deliver in the name of the corporation any deeds, mortgages, bonds, contracts, or other instruments pertaining to the business of the corporation, except in cases in which the authority to sign and deliver is required by law to be exercised by another person or is expressly delegated by the Articles, these Bylaws or the Board to some other officer or agent of the corporation; (e) maintain records of and certify proceedings of the Board; and (f) perform such other duties as may from time to time be prescribed by the Board.

3.6) Vice President. Unless provided otherwise by a resolution adopted by the Board of Directors, the Vice President shall (a) fulfill the duties of President in his or her absence; and (b) perform such other duties as may from time to time be prescribed by the Board.

3.7) Treasurer. Unless provided otherwise by a resolution adopted by the Board of Directors, the Treasurer shall (a) keep accurate financial records for the corporation; (b) deposit all monies, drafts, and checks in the name of and to the credit of the corporation in such banks and depositories as the Board of Directors shall designate from time to time; (c) endorse for deposit all notes, checks, and drafts received by the corporation as ordered by the Board, making proper vouchers therefor; (d) disburse corporate funds and issue checks and drafts in the name of the corporation, as ordered by the Board; (e) render to the President and the Board of Directors, whenever requested, an account of all of his or her transactions as Treasurer and

of the financial condition of the corporation; and (f) perform such other duties as may be prescribed by the Board of Directors or the President from time to time.

3.8) Secretary. The Secretary shall, unless otherwise determined by the Board, be secretary of and attend all meetings of the Board of Directors, and record the proceedings of such meetings in the minute book of the corporation and, whenever necessary, certify such proceedings. The Secretary shall give proper notice of meetings to directors and shall perform such other duties as may be prescribed by the Board of Directors or the President from time to time.

3.9) Other Officers. Any other officers appointed by the Board of Directors shall perform such duties and be responsible for such functions as the Board of Directors may prescribe.

3.10) Delegation. Unless prohibited by a resolution by the Board of Directors, an officer elected or appointed by the Board may delegate in writing some or all of the duties and powers of his or her office to other persons.

ARTICLE 4 – COMMITTEES

4.1) Executive Committee. The Board of Directors may, by action of a majority of the entire Board, designate two or more of its members as an Executive Committee which, to the extent determined by the resolution of the Board, shall have and exercise the authority of the Board in the management of the business of the corporation. The Executive Committee shall at all times be subject to the control and direction of the Board. The Executive Committee shall maintain minutes of each meeting.

4.2) Other Committees. The Board of Directors may also, from time to time, appoint such other committees as it may deem proper, and may prescribe the functions and membership of such other committees.

ARTICLE 5 – FISCAL YEAR

5.1) Fiscal Year. The fiscal year of the corporation shall be established by the Board of Directors.

ARTICLE 6 – INDEMNIFICATION; STANDARD OF CONDUCT

6.1) Indemnification. The corporation shall indemnify such persons, for such expenses and liabilities, in such manner, under such circumstances, and to such extent, as permitted by Minnesota Statutes, Section 317A.521, as now enacted or hereafter amended.

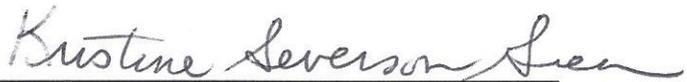
6.2) Conflicts of Interest. The corporation shall not enter into contracts or transactions between the corporation or a related corporation and a director of the corporation or between the corporation and an organization in which a director of the corporation is a director, officer, or legal representative or has a material financial interest, except in accordance with the provisions of Minnesota Statutes, Section 317A.255, as now enacted or hereafter amended, and in accordance with the corporation's conflict of interest policy in effect and as amended from time to time.

6.3) Standard of Conduct. Each director and officer shall discharge his or her duties as a director or officer in good faith, in a manner which the director or officer reasonably believes to be in the best interests of the corporation, and with the care an ordinarily prudent person in a like position would exercise under similar circumstances.

ARTICLE 7 – AMENDMENTS

7.1) Amendments. The Board of Directors shall have the authority to amend, repeal, or adopt new Bylaws by the affirmative vote of a majority of the directors; provided that all directors shall be notified of the proposed amendments at least 7 days before such action takes place.

7.2) The undersigned, Kristine Severson-Green, President of Tonka Nordic Racing Booster Club, hereby certifies that the foregoing Bylaws were adopted as the complete Bylaws of the corporation by the Board of Directors of said corporation on October 9, 2015.



Kristine Severson-Green
President