

**VALLEY ISLE TIMING ASSOCIATION
AMENDED AND RESTATED BYLAWS**

ARTICLE I - Name and Location

Section 1. The name of this corporation is the VALLEY ISLE TIMING ASSOCIATION, a Hawaii non-profit corporation, hereinafter referred to as the "corporation".

Section 2. The corporation shall be located in Kahului, Maui, Hawaii. The principal office for the transaction of business of the corporation is located at a place to be determined by the Board of Directors.

Section 3. The Board of Directors, may change the principal office from one location to another within the County of Maui, State of Hawaii.

ARTICLE II - Purposes

Section 1. The purposes of this corporation are primarily as follows:

- A. To promote and understand the safe use and operation of motor vehicles;
- B. To learn and understand the fundamentals and mechanical operations of motor vehicles;
- C. To promote good sportsmanship and fellowship among corporation members and the community;
- D. To prove for the regulation of motor sports activities including specifically drag racing; and
- E. To maintain a County of Maui sanctioned track.

Section 2. The members of the corporation shall at all times act for the accomplishment and attainment of the purposes of the corporation as herein expressed and as expressed in its Charter of Incorporation, it being understood that no part of the capital, assets or earnings of the corporation shall inure to the benefit of any member or director or to any person except for services actually rendered to the corporation.

Section 3. The corporation is a non-profit corporation. The corporation shall not authorize or issue shares of stock. No dividend shall be paid and no part of the income or earnings which may be derived from its operations, in pursuit of the purposes of the corporation, shall be distributed to or inure to the benefit of any member, director or officer of the corporation, or any private individual, but shall be used to promote the purposes of the corporation.

ARTICLE III - Membership

Section 1. The Board of Directors shall establish procedures and qualifications for membership in the corporation.

Section 2. Membership is open to any individual without regard to race, color, religion, sex, national origin, marital status, age, or handicap, interested in the purposes of the corporation. The categories of membership shall be:

A. Lifetime Membership. Any person and/or organization who, at the unanimous approval of the Board of Directors is granted a lifetime membership in acknowledgement for their services to the corporation. No dues shall be required of a lifetime member and lifetime members shall have full voting rights.

B. General Membership. Any person and/or organization shall be entitled to annual membership upon submission of an application for membership and payment of annual dues as set by the membership. A general member will have full voting rights upon payment of their dues.

C. Youth Members. Any child at least 8 years of age, and who has not yet reached the age of majority, shall be entitled to a youth membership upon submission of an application for membership and payment of the membership dues. A youth member between the ages of 8 through 14 shall have voting rights as exercised by their legal parent or guardian and youth members aged 15 and older will have full voting rights upon payment of their dues and approval of their membership application by the Board of Directors. Youth Members may not be elected to serve on the Board of Directors.

Section 3. Application for Membership. Each person seeking membership with the corporation shall fill out an application as proscribed by the Board of Directors. The membership application, with the accompanying dues payment, shall be processed by the Secretary of the Board of Directors or a Membership Committee, to the extent one exists. An application for membership will only be denied for good cause.

Section 4. Membership Dues. Payment of dues shall be made in such amounts and in such manner as determined by the general membership at the annual meeting. Dues for the following calendar year will be accepted starting November 15 for the membership year of January 1 through December 31. The membership list will be updated as applications are turned in and payments accepted, and any member whose dues are not paid will be stricken from the membership list and will be ineligible to vote at any regular or special meeting of the membership. All moneys received for membership shall form part of the corporation's General Fund. The Board of Directors may authorize a full or partial waiver of dues, or a payment plan, for any individual requiring financial assistance.

Section 5. Each member of any class of voting members shall be entitled to attend membership meetings and to receive the benefits of membership as identified by the Board of Directors from time to time.

Section 6. Any person granted Lifetime Membership under the Bylaws as in effect prior to November 29, 2012 shall continue to be exempt from dues and shall be voting members.

ARTICLE IV - Board of Directors

Section 1. Composition. Authority of the corporation shall be vested in the Board of Directors comprised of nine (9) members elected from the corporation's general membership.

Section 2. Elections. The directors of the corporation shall be elected at the annual meeting. Three directors shall be elected every third year to hold office for three (3) years each.

Section 3. Vacancies. The Board shall have the power to fill vacancies that may occur within the Board by appointment. The appointment will be for the remaining time until the next annual meeting. At the next annual meeting, the vacant position shall be filled by vote of the membership for the unexpired term of that directorship which fell vacant.

Section 4. The Board shall manage the property and business of the corporation and shall have and may exercise all of the powers of the corporation except such as are reserved to or may be conferred from time to time by law, the Articles of Incorporation and any amendments thereto, or the Bylaws upon the voting of the Members of the corporation.

Section 5. The Board shall provide for the establishment of a General Fund for the corporation to be devoted to the active operation of the corporation. Other funds may be established as required to accomplish the specific projects identified by the Board of Directors and the aims and goals of the corporation.

Section 6. Quorum. Five members of the Board of Directors will constitute a quorum for purposes of any Board of Directors meeting.

Section 7. Any member of the Board of Directors who has non-excused absences from three (3) meetings of the Board may have his/her office declared vacant by a majority vote of the directors present at a duly called meeting of the Board of Directors at which a quorum is present. Vacancies created shall be filled in accordance with Section 3, above.

Section 8. On or before the beginning of each fiscal year, the Board shall approve a budget for that fiscal year furnished at least ten (10) days before the meeting at which such budget will be presented.

ARTICLE V - Officers

Section 1. The officers of the corporation shall be members of the Board of Directors and shall consist of a President, one (1) or more Vice-Presidents, a Secretary, and a Treasurer. The term of office shall be one (1) year or until successors are elected. The members of the Board of Directors will elect the officers at the first Board meeting held in January.

Section 2. President: The President shall preside over the business of the corporation, shall exercise general supervision over the affairs of the corporation, shall preside over the annual meeting and the meetings of the Board of Directors, and shall appoint all committee chairs with the approval of the Board of Directors, all of the foregoing being in accordance with policies adopted by the Board from time to time. The President shall be an ex-officio member of all committees.

Section 3. Vice President(s). Vice President(s) shall perform such duties as may be assigned by the President or the Board of Directors. In the temporary absence of the President, one of the Vice Presidents (if there is more than one) shall be designated either by the President or the Board of Directors to assume the duties of the President, providing that only the Board of Directors shall have the right to designate such successor if the President resigns, becomes incapacitated or is otherwise unable to perform the duties of the President.

Section 4. Secretary. The Secretary shall be responsible, with such assistance as the Secretary may desire or require from the staff of the corporation with respect to all such responsibilities: 1) for keeping and distributing the minutes of the annual meeting of the members and the meetings of the Board of Directors; 2) making all necessary annual filings with the Department of Commerce and Consumer Affairs of the State of Hawaii; 3) supervising the keeping of such records of the Corporation as are necessary or desirable at the primary place of business; and 4) sending notices to the membership as necessary.

Section 5. Treasurer. The Treasurer shall exercise general supervision over the financial affairs of the corporation, shall keep proper financial records, account for all receipts and disbursements and shall make proper financial reports as directed by the President and shall submit to the membership at each annual meeting a year-to-date report.

ARTICLE VI - Meetings

Section 1. Annual Meeting. The annual meeting of the corporation shall be held each November at a time and place to be determined by the Board of Directors. Notice of such meeting with the proposed agenda shall be sent by mail or email to all members at least fifteen (15) days prior thereto.

Section 2. Membership Meetings. Meetings of the general membership shall be held at least quarterly at a time and place to be determined by the Board of Directors. The Annual

Membership meeting held in the 4th quarter shall be considered as one of the quarterly general membership meetings. Notice of such meeting with the proposed agenda shall be made available via the corporation's website and shall be posted at the track and shall be available at least fifteen (15) days prior to the scheduled meeting.

Section 3. Quorum for Annual, Membership and Special Meetings. Fifteen percent (15%) of the members in good standing, from the general membership, assembled at an annual, general and/or special meeting of the members shall constitute a quorum.

Section 4. Board Meetings. The Board of Directors may establish regular meetings to be held in such places and at such times as it may from time to time by vote determine, and notice of such meetings shall be posted on the corporation's website.

Section 5. Special meetings of the Board may be held at the call of the President or upon written request to the President by fifty percent (50%) of the Board of Directors. Special meetings of the membership may be held at the call of fifteen percent (15% of the general membership as presented by written petition. Notice of such meetings shall be sent by mail, email, fax or telephone seven (7) work days prior to the date of such meeting. Such notice must state the purpose for which the meeting is called; no other business shall be transacted.

Section 6. A phone vote or e-mail vote of the Board of Directors may be held for matters requiring attention prior to the next scheduled Board meeting. For a phone vote or e-mail vote of the Board of Directors to be valid, the Secretary must contact each Director and obtain their vote on the matter presented. Once all votes are recorded and tabulated, the Secretary may act in accordance with decision of the Board or direct another Director, member or person to do so. In the event a Director cannot be reached, a final tabulation cannot be completed and the issue will remain pending until all Directors have been given the opportunity to cast a vote.

At the next scheduled Board of Directors meeting, the Secretary shall present the motion that was voted upon, summarize the position of each Director and record the vote in the minutes of the Board of Directors meeting.

Section 7. Proxies shall be allowed but must be drafted in accordance with the Hawaii Non-profit Corporations Act and shall only be for the specific meeting designated in the proxy and any postponement thereof.

ARTICLE VII – Committees

Section 1. Ad hoc committees will be designated on an as-needed basis, and the chairs shall be appointed by the President with Board approval.

Section 2. Any Committee chairperson appointed by the President and affirmed by the Board of Directors shall serve one (1) year. The President may remove any committee chair with the consent of the Board of Directors.

Section 3. Members of each committee shall be appointed by the chairperson with the advice and input of the Board of Directors.

Section 4. Committees shall conduct their business between Board meetings and submit their recommendations for approval to the Board.

ARTICLE VIII - Elections

Section 1. Commencing with the adoption of these Bylaws directors shall be elected by a majority of a quorum of members of the corporation in attendance at each annual meeting.

Section 2. Procedures for election shall be selected by the Board.

Section 3. Directors and officers shall begin their terms at the start of the fiscal year.

ARTICLE IX - Fiscal Year and Audit

The fiscal year of the corporation shall be January 1 through December 31.

At the election of the Board of Directors, an annual review of the finances may be performed by a Certified Public Accountant. At the annual meeting, the general membership may vote to approve the cost of and have performed a more comprehensive audit of the books and records of the corporation, whether it be financial or otherwise.

ARTICLE X – Discipline

Section 1. Any conduct which is detrimental to the corporation or its stated purposes will be cause for discipline.

Section 2. The Board of Directors or Track Manager are entitled to discipline any member who fails to abide by the Track Rules or Bylaws adopted by the corporation. Consequences of disciplinary action are: fine, suspension or expulsion and are defined below.

A. Fine – Monetary as set by the Track Manager or Board of Directors. Until a fine is paid by or on behalf of the disciplined member, the disciplined member will not be in good standing, will not be entitled to vote on corporation business, and will not be entitled to participate in any corporation hosted event.

B. Suspension – Temporary termination of all the rights and privileges of membership in the corporation for a length of time as determined by the Board of Directors or Track Manager.

C. Expulsion – Termination of the right to be or become a member of the Club.

Section 3. Each member has the right to appeal the Track Manager or Board of Director's decision regarding a fine, suspension or expulsion to the the general membership, at the next regularly scheduled meeting of the membership. Any fine or disciplinary action imposed by the Track Manager or Board of directors will stand until such time as the appeal is heard. Only upon a two-thirds (2/3) vote of the quorum of general members in attendance at the meeting, the Track Manager or Board of Director's disciplinary decision may be overturned. The general membership may, by the same vote, increase or decrease the nature of the discipline. There shall be no further appeals process.

ARTICLE XI - Indemnification of Directors and Officers

Section 1. Actions Other than an Action By or in the Right of the Corporation. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any proceeding (other than an action by or in the right of the corporation) if that person is or was a director of the corporation, against expenses (as the term is defined in Section 414D et. seq., Hawaii Revised Statutes), judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with the proceeding if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal proceeding, had no reasonable cause to believe the conduct of the person was unlawful. The termination of any 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 that the person reasonably believed to be in or not opposed to the best interests of the corporation, or that the person had reasonable cause to believe that this conduct was unlawful.

Section 2. Actions Brought By or in the Right of the Corporation. 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 by or, in the right of the corporation to procure a judgment in its favor because that person is or was a director of the corporation, against expenses (as the term is defined in Section 414D et. seq. Hawaii Revised Statutes) actually and reasonably incurred by the person in connection with the defense or settlement of the action if the person acted in good faith and in a manner the 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 the person shall have been adjudged to be liable for negligence or misconduct in the performance of the person's duty to the corporation unless and only to the extent that the court in which the action or suit was brought shall determine upon application that despite the adjudication of liability but in view of all circumstances of the case, the person is fairly and reasonably entitled to indemnity for the expenses as the court deems proper.

Section 3. Determination That Indemnification is Proper. Any indemnification under this Article shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the director is proper in the circumstances because the director has met the applicable standard of conduct set forth in this Article. The determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to the proceeding; or (2) if a quorum is not obtainable, by independent legal counsel in a written opinion; or (3) by the members; or (4) by the court in which the proceeding is or was pending upon application made by the corporation or the director or the attorney or other person rendering services in connection with the defense, whether or not the application by the director, attorney, or other person is opposed by the corporation.

Section 4. Expenses Paid in Advance of Final Disposition. Expenses incurred in defending any proceeding may be paid by the corporation in advance of the final disposition of the proceeding upon receipt of an undertaking by or on behalf of the director to repay the amount unless it shall ultimately be determined that the director is entitled to be indemnified by the corporation as authorized in this Article.

Section 5. Rights Not Exclusive. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of members, or disinterested directors or otherwise, both as to action in a person's official capacity and as to action in another capacity while holding the office and shall continue as to a person who has ceased to be a director and shall inure to the benefit of the heir and personal representatives of a person.

Section 6. Insurance. The corporation may purchase and maintain insurance on behalf of any member of the Board of Directors or agent (as the term is defined in Section 414D et. seq., Hawaii Revised Statutes) of the corporation against any liability asserted against or incurred by the agent in any capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under this Article or Section 414D, et. seq., Hawaii Revised Statutes.

ARTICLE XII – Liability

Each member will be held liable for any damage which he/she, or his/her guests may cause to corporation property, and shall be liable for the damage amount, which will be billed to him/her when ascertained.

ARTICLE XIII – Privacy of Members

Unless approved by the Board of Directors, members cannot circulate petitions, other than those mentioned in these Bylaws, nor can they sell tickets for non-sectarian charities at corporate events. No political or sectarian demonstrations can be conducted at the corporation meetings or the track. No member or guest can be approached on outside business matters

unless the member gives his/her permission. The membership list, including all contact information, is private and confidential and is to be used by the Board and members only for purposes of corporation business.

ARTICLE XIV – Waiver of Claims

Corporation members, guests, or persons wishing to secure participation in corporation sponsored events and activities must sign a waiver relieving the corporation of all claims of every nature arising from injury or damage of any kind while at the track or arising in any manner from corporation activities.

ARTICLE XV – Posting Rules and Regulations

Any and all rules and regulations adopted by virtue of these Bylaws will be posted on the corporation's website and will be available to any member for review.

ARTICLE XVI - Dissolution

In the event of the dissolution of the corporation, assets, if any, of the corporation remaining after the discharge of all liabilities and subject to any restrictions which may have been imposed by donors shall be transferred to an organization that qualifies as an exempt organization under the U.S. Internal Revenue Code, or more than one organization provided that each such organization is an exempt organization, as the Board shall decide.

ARTICLE XVII - Amendments

Amendments of these Bylaws not in conflict with the corporation's Charter of Incorporation may be adopted by the general membership at any regular or special meeting of the general membership, provided that copies of any proposed amendment or change shall be mailed or emailed to members or posted to the corporation website not less than ten (10) days prior to such meeting.

ARTICLE XVIII - Rules of Order

In all matters not otherwise prescribed herein, procedures shall be determined by Robert's Rules of Order, latest revised edition.

ARTICLE XIX – Adoption of Bylaws

These Bylaws, originally adopted at the time of incorporation, and amended on ____ day of _____, _____ were amended and restated on November 28, 2012.

PRESIDENT

SECRETARY

These Bylaws were adopted at the November 28, 2012 Annual Meeting of VITA held at MECO Auditorium by a vote of 46 in favor, 15 against.

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