

**BYLAWS
McCall SKI RACING TEAM,
INC.**

ARTICLE I. OFFICES

Section 1: Principal Office. The principal office of McCall Ski Racing Team, Inc., an Idaho non-profit corporation ("Corporation"), shall be located at Brundage Mountain, P.O. Box 1062, 1410 Mill Road, McCall, Idaho 83638. The Corporation may have such other offices as the Board of Directors may designate or as the business of the Corporation may require from time to time.

Section 2: Registered Office. The registered office of the Corporation required by the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act"), to be maintained in the State of Idaho shall be located at Brundage Mountain, P.O. Box 1062, 1410 Mill Road, McCall, Idaho 83638, and may be changed from time to time by the Board of Directors.

ARTICLE II. MEMBERS

Section 1: Admission to Membership. Any person shall be admitted as a member of the Corporation upon payment of the annual dues set by the Board of Directors for the calendar year in which such person applies for membership. Each person's membership shall expire on the first anniversary of such person's admission to membership unless on or before that date such person has paid the annual dues established for the calendar year in which such membership expires. Conditions of membership and procedures for the suspension or termination of a membership by the Corporation may be established from time to time by the Board of Directors and recorded in the minutes of the proceedings of the Board of Directors.

Section 2: Classes of Members and Voting. The Corporation shall have one class of members for voting. Each member athlete(s) family, provided the athlete is listed as a member, shall be entitled to one vote on each matter submitted to a vote of the members.

Section 3: Property Rights. No member shall have any personal right or interest in any of the property of the Corporation.

ARTICLE III. MEETINGS OF MEMBERS

Section 1: Place of Meeting. All meetings of the members shall be held at such place as may be designated by the Board of Directors.

Section 2: Annual Meetings. An annual meeting of the members for the election of directors and for the transaction of such other business as may properly come before the meeting shall be held at a date and time designated by the Board of Directors.

Section 3: Chairman of the Annual Meetings. The President of the Corporation shall serve as Chairman of the annual meeting and the Secretary of the Corporation shall act as Secretary of the annual meeting.

Section 4: Special Meetings. Special meetings of members for any purpose may be called at any time by the President or by any two Directors.

Section 5: Notice of Meetings. Notice of all meetings of members shall specify the purpose, date, place and hour meeting and shall be either mailed by the Secretary or given by publication in the local newspaper or on the team's web site at least seven (7) days prior to the date of the meeting.

Section 6: Quorum and Manner of Action. Any business to be voted upon by the members may be done by a simple majority vote of the members present at the meeting.

ARTICLE IV. BOARD OF DIRECTORS

Section 1: General Powers and Standard of Care.

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board of Directors except as may be otherwise provided in the Act or the Articles. If any such provision is made in the Articles, the powers and duties conferred or imposed upon the Board of Directors by the Act shall be exercised or performed to such extent by such person or persons as shall be provided in the Articles.

A Director shall perform such Director's duties as a Director, including such Director's duties as a member of any committee of the Board upon which such Director may serve, in good faith, in a manner such Director reasonably believes to be in the best interests of the Corporation, and with such care as an ordinarily prudent person in a like position would use under similar circumstances. In performing such Director's duties, a Director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by:

One or more officer or employee of the Corporation whom the Director reasonably believes to be reliable and competent in the matters presented;

Counsel, public accountants or other person as to matters that the Director reasonably believes to be within such person's professional or expert competence; or

A committee of the Board upon which such Director does not serve, duly designated in accordance with a provision of these Bylaws, as to matters within its designated authority, which committee the Director reasonably believes to merit confidence. Such Director shall not be considered to be acting in good faith if such Director has knowledge concerning the matter in questions that would cause such reliance to be unwarranted. A person who performs such duties shall have no liability by reason of being or having been a Director of the Corporation.

Section 2: Presumption of Assent. A Director of the Corporation who is present at a meeting of its Board of Directors at which any action on any corporate matter is taken shall be presumed to

have assented to the action unless such Director's dissent shall be entered in the minutes of the meeting or unless such Director shall file such Director's written dissent to such action with the Secretary of the meeting before the adjournment thereof or shall forward such dissent by certified or registered mail to the Secretary of the Corporation within three (3) days after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

Section 3: Number, Election and Qualification of Directors. Each Director shall also be a family member of a team athlete in good standing. The number of directors on the Board of Directors shall be fixed pursuant to resolutions by the Board of Directors. Each Director shall serve a term of two years. The term of the elected Director shall start with the first Directors' meeting after the annual membership meeting and expire at the annual membership meeting two years later. The number of directors serving on the Board of Directors may be increased from time to time by resolution adopted at a regular or special meeting of the Board of Directors. The names and addresses of the members of the first Board of Directors have been stated in the Articles. Such persons shall hold office until the first annual meeting of the Members and until their successors shall have been elected and qualified. Prior to each annual meeting of the Members, the Directors shall be elected by a simple majority in an election held at a time and place, and by a means and methods established by the Board of Directors.

Section 4: Vacancies. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Directors. A Director elected to fill a Vacancy shall be elected for the unexpired term of such Director's predecessor in office. Any directorship to be filled by reason of an increase in the number of Directors may be filled by the Board of Directors for a term of office continuing only until the next regular election of Directors.

Section 5: Removal of Directors. At a meeting of the Board of Directors called expressly for that purpose, any director may be removed with cause by a vote of a majority of the Directors then in office. Any Director may be removed at such a meeting without cause by a vote of two-thirds of the Directors then in office.

Section 6: Committees. The Board of Directors, by resolution adopted by a majority of the full Board of Directors, may designate one (1) or more committees, each of which, to the extent provided in such resolution shall have and may exercise all of the authority of the Board of Directors in the management of the Corporation to the full extent permitted under the Act. The designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it or such Director by law. Nothing in this bylaw shall be deemed to prohibit the Board of Directors from establishing committees, some or all of whose members may be non-directors, provided that such committees shall not have and may not exercise any of the powers of the Board of Directors.

Section 7: Directors' and Committee Meetings. Meetings of the Board of Directors, regular or special, or meetings of any committee designated thereby, shall be held at such place and on such dates as may be designated from time to time by the Board of Directors.

Except as otherwise provided in this section, special meetings of the Board of Directors or any committee designated thereby may be called by or at the request of the President, any Director or the chair of a committee, as the case may be, upon written, verbal, telephonic, facsimile notice (or any other means of notice authorized by the Act) given to all other Directors or committee members, as the case may be, at least two (2) days before the meeting. Unless the Articles or the Act provide otherwise, regular meetings of the Board of Directors may be held without notice at the principal office of the Corporation or at such other location as may from time to time be designated as the location for such meetings. The regular annual meeting of the Board of Directors shall be held either on the same day after the annual meeting of the Members, or on such other date shortly after the annual meeting of the Members as may from time to time be specified by the Board of Directors.

Section 8: Quorum and Voting Requirements. A quorum of the Board of Directors consists of a majority of the Directors in office immediately before a meeting begins. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. A majority of the number of committee members fixed and appointed by the Board of Directors of the President, as the case may be, shall constitute a quorum for the transaction of business at a meeting of such committee. The act of the majority of the committee members present at a meeting at which a quorum is present shall be the act of the committee.

Section 9: Action Without a Meeting. Any action required by the Act to be taken at a meeting of the Board of Directors of the Corporation, or any action that may be taken at a meeting of the Directors or of a committee, may be taken without a meeting if a consent in writing, setting forth the actions so taken, shall be signed by all of the Directors, or all of the members of the committee, as the case may be. Such consent shall have the same effect as a unanimous vote.

Section 10: Compensation. No Director or committee member shall receive a salary or other compensation for service in that capacity but may be reimbursed for actual expenses incurred in the performance of such service. This provision shall not preclude any Director from serving the Corporation in any other capacity and receiving additional compensation therefore.

Section 11: Director Conflicts of Interest. Except as may otherwise be provided by the Act or the Articles, no contract or other transaction between the Corporation and one or more of its Directors or any other corporation, firm, association or entry in which a Director of the Corporation has an interest or in which one or more of its directors or officers are also Directors of the Corporation, shall be either void or voidable because of such relationship or interest or because such Director or Directors or a committee thereof that authorizes, approves or ratifies such contract or transaction or because such Director's votes are counted for such purposes, if:

(a) The material facts of such relationship or interest are disclosed or known to the Board of Directors or committee that authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for such action without counting the vote or consent of such interested Directors; and,

(b) The contract or transaction is fair to the Corporation at the time it is entered into and the material facts of such relationship or interest are fully and fairly disclosed or known to the Corporation.

If a majority of the Directors then in office, who have no direct or personal interest in the contract or transaction, vote to authorize, approve or ratify the contract or transaction, a quorum is present for purpose of this Bylaw.

Section 12: Loans to Directors. The Corporation shall not lend money to or use its credit to assist its Directors or officers.

ARTICLE V. OFFICERS

Section 1; Number. The officers of the Corporation shall consist of a President, Secretary and Treasurer, each of whom shall be elected by the Board of Directors. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors. Each officer must be a family member of a team athlete in good standing. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary.

Section 2: Election and Term of Office. The President and Treasurer of the Corporation shall be elected prior to or at the annual meeting of the Board of Directors to serve a term of two (2) years. The Secretary of the Corporation shall be elected prior to or at the annual meeting of the Board of Directors to serve a term of one (1) year. If the election of officers shall not be held at such meeting, such election shall be held as soon as practicable thereafter. Each officer shall hold office until a successor shall have been duly elected and shall have qualified, until such officer's death, or until such officer shall resign or shall have been removed in the manner hereinafter provided. The normal term of office of Corporation officers shall end immediately following the annual meeting of Members after the period of time indicated above.

Example: A new President of the Corporation is elected by the Board of Directors during January 2005. The term of the President elect begins immediately following the annual meeting of the Members in the spring of 2005 and will end immediately following the annual meeting of the Members in the spring of 2007.

The term end date of an officer of the Board of Directors affected by a Director's election to such office shall supercede what would have been the end date of that Director's normal term of office as a Director.

Section 3: Removal. Any officer or agent may be removed by the Board of Directors whenever in its judgment the best interests of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not itself create contract rights.

Section 4: Vacancies. A vacancy in any office because of death, resignation, removal, or disqualification, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5: President. The President shall be the principal executive officer of the Corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the Corporation. The President shall, when present, preside at all meetings of the members of the Board of Directors. The President may sign, with the Secretary or any other proper officer of the Corporation thereunto authorized by the Board of Directors, any promissory notes, deeds, mortgages, leases, contracts, or other instruments that the Board of Directors has authorized to be executed, except in the cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other office or, agent of the Corporation, or shall be required by law to be otherwise signed or executed. The President shall co-sign all checks or other deposit account withdrawals that pertain to items, charges, or commitments outside of the approved Corporation budget or those items which a reasonable person might find extraordinary in excess of two-hundred dollars (\$200.00) and, in general, shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6: Vice President. deleted.

Section 7: Secretary. The Secretary shall attend all meetings of the Board of Directors and shall prepare and maintain proper minutes of those meetings. The Secretary shall be the custodian of the official seal of the Corporation, if any, and shall affix that seal on all documents executed on behalf of the Corporation, pursuant to due authorization by the Board of Directors. The Secretary shall have the custody of and properly protect all executed deeds, leases, agreements and other legal documents and records to which the Corporation is a party or by which it is legal) affected. The Secretary shall in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the President or the Board of Directors.

Section 8: Treasurer. In the absence of the President or in the event of the President's death, inability or refusal to act, the Treasurer shall perform the duties of the President and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President and shall perform such other duties as from time to time may be assigned to the Treasurer by the President or by the Board of Directors.

The Treasurer shall be the principal financial officer of the Corporation and shall have charge of and be responsible for all funds of the Corporation. The Treasurer, or his or her specific and qualified designee under the supervision and guidance of the Treasurer, shall sign all checks and promissory notes of the Corporation and shall receive and give receipts for moneys due in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VI of these Bylaws. The Treasurer shall keep or cause to be kept, adequate and correct accounts of the Corporation, including accounts of its assets, liabilities, receipts and disbursements. The Treasurer shall submit, or cause to be submitted by his or her designee, to the Board of Directors and the President, when required, statements of the financial affairs of the Corporation. The Treasurer shall in general perform all of the financial duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the President or the Board of Directors. If required by

the Board of Directors, the Treasurer shall give a bond for the faithful discharge of the Treasurer's duties in such sum and with such surety or sureties as the Board of Directors shall determine.

Section 9: Salaries. The salaries of the officers, if any, shall be fixed from time to time by the Board of Directors, and no officer shall be prevented from receiving such salary by reason of the fact that such officer is also a Director of the Corporation.

ARTICLE VI. MISCELLANEOUS

Section 1: Liability of Members, Directors and Officers. The members, directors and officers of the Corporation shall not be personally liable for any of the debts, liabilities or obligations of the Corporation.

Section 2: Indemnification. The Corporation may, in accordance with section 30-3-88 of the Act, indemnify any Director, officer, former Director or officer, or employee of the Corporation against expenses actually and reasonably incurred in connection with the defense of any action, suit or proceeding, whether civil, criminal, administrative or investigative, in which such person is made a party, or is threatened to be made a party, by reason of being or having been a Director or officer, except in misconduct in the performance of such person's duties to the Corporation.

Section 3: Books and Records. At its registered office or principal place of business, the Corporation shall keep: (i) correct and complete books and records of account; (ii) minutes of the proceedings of its Board of Directors; and (iii) such other books and records that the Corporation is required to maintain pursuant to the Act. Any books, records and minutes may be in written form or in any other form capable of being converted into written form within a reasonable time.

Section 4: Loans. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 5: Checks, Drafts, etc. All checks, drafts, or other orders for the payment of money, note or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation as provided in these Bylaws or in such manner as shall from time to time be determined by the Board of Directors.

Section 6: Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 7: Annual Financial Statements. The Board of Directors shall cause a balance sheet as of the closing date of the last fiscal year, together with a statement of income and expenditures for the year ending on that date, to be prepared and presented at the annual meeting of the Board of Directors.

Section 8: Fiscal Year. The fiscal year of the Corporation shall begin on the first day of

August and end on the last day of August in the following year, except that the first fiscal year shall begin on the date of incorporation.

Section 9: Corporate Seal. The Board of Directors may provide for a corporate seal that shall be circular in form and shall have inscribed thereon the name of the Corporation, the state of incorporation and the words "Corporate Seal."

Section 10: Dues. There shall be membership dues as established by the Board of Directors.

Section 11: Amendments. These Bylaws may be altered, amended or repealed and new bylaws may be adopted by the Board of Directors of the Corporation at any regular or special meeting.

The initial Bylaws were duly adopted as the Bylaws of the Corporation by unanimous consent of the Directors of the Corporation in office during June 2000. The duly elected Directors of the Corporation were MIKE BAILEY, President; CONNIE McCLAREN, Vice President; LINDA HALL, Secretary; S'EAN McCONNOR, Board Member; BRITT BAMBIC, Board Member.

We, the undersigned, being the elected members of the Board of Directors do certify that the foregoing Bylaws were duly amended and are, effective this date, the official Bylaws of the Corporation by unanimous consent of the Directors of the Corporation on July 1, 2006.

JAMES BROCKMANN, President

ROGER STAATS, Treasurer

LESLEE DORIS, Secretary

ARDIE HEWITT-BODILY, Board Member

DARRIN HARRIS, Board Member