

**BYLAWS
OF
THE DENVER BICYCLE TOURING CLUB, INC.**

As Amended and Approved at the November 8, 2014 General Membership Meeting

ARTICLE I - NAME

The name of the organization is THE DENVER BICYCLE TOURING CLUB, INC. It is sometime referred to in these bylaws as the "Corporation" or "DBTC."

ARTICLE-II - PURPOSE

The purpose of the Corporation is to provide opportunities for extending one's knowledge and appreciation of his or her environment and abilities through experiences in bicycling by:

1. Promoting recreational bicycling, bicycle touring and bicycle commuting;
2. Providing a means for members to gather for the purpose of bicycling;
3. Promoting bicycling safety and education;
4. Cooperating with public authorities in the observance of all traffic and bicycling regulations and participation in the formulation of those regulations; and
5. Cooperating with and assisting government and other organizations in the development and promotion of practical facilities conducive to safe bicycling.

ARTICLE III STATUS

The Corporation is not formed for pecuniary or financial gain; no part of its assets, income or profit shall be distributable to or shall inure to the benefit of its directors, officers or members, except to the extent permitted under the Colorado Non-profit Corporation Act.

ARTICLE IV - MEMBERSHIP

Section 1. General. Membership is open to individuals and families who desire to promote the corporation's purposes and bicycling in general.

Section 2. Types of Memberships.

- A. Individual. Any person who has attained the age of 18 years is eligible to become an individual member of the Corporation.
- B. Family. Any group of two or more persons living in the same residence, at least one of which has attained the age of eighteen years, is eligible for family membership in the Corporation.
- C. Complimentary. The board of directors of the Corporation may give a non-voting, dues-free membership to any individual or business.

Section 3. Dues. The amount of dues shall be set by the board of directors. There shall be at least two categories of dues, individual and family. The board may create additional categories

of dues as appropriate.

Section 4. Term(s) of Membership. The length(s) of term(s) of membership shall be determined by the board of directors.

Section 5. Termination of Membership. A member's membership may be terminated by a vote of sixty percent of all of the directors, unless the member is a director, in which case the membership may be terminated by a vote of sixty percent of all of the other directors. Any such termination shall be permanent.

Section 6. Right to Address the Board of Directors. Each member has the right to address the board of directors at a regular board meeting by submitting notice of subject matter, at least ten days prior to the board meeting, to the secretary of the corporation. Time for such address may be limited, depending on the agenda for the meeting. Notwithstanding the preceding provisions of this section, any member may attend any regular board meeting and may be heard at the board's discretion.

ARTICLE V - MEMBERSHIP MEETINGS

Section 1. General Membership Meetings. Meetings of the general membership shall be held at such time and place as designated by the board of directors. The time and place shall be announced in a newsletter to be published and sent to each member of the Corporation.

Section 2. Quorum for Membership Meetings. Twenty-five members or ten percent of the membership, whichever is less, shall constitute a quorum. No more than two members in each family membership shall be counted towards the quorum.

Section 3. Eligibility to Vote. To be eligible to vote, one must have been a member of the corporation for not less than thirty days prior to the general membership meeting at which the vote is taken, but must have become a member no later than September 15th in order to vote in the annual election of directors.

Section 4. Voting Rights. All eligible members shall be entitled to vote on all propositions submitted to the general membership and shall have the right to vote in the election of board of directors. Eligible individual members shall be entitled to one vote; eligible family memberships shall be entitled to two votes, not to exceed one per person. Voting by proxy shall not be permitted.

Section 5. Voting. A matter brought to a vote shall be approved by a simple majority of the votes cast at a meeting at which a quorum is present.

Section 6. Special Meetings. A special meeting of the membership may be called at any time by the president, by the vice-president in the absence of the president or by a majority of the board of directors. A special meeting shall also be held not later than fourteen days after the board of directors has received a written petition signed by any fifty club members or by ten percent of the membership, whichever is less. In either case, no more than two signatures from

any family membership shall be counted towards the required number of signatures. Notice of the meeting stating the time, place and purpose shall be given to the entire membership not less than seven days and not more than fourteen days before such meeting.

Section 7. Procedural Rules. Robert's Rules of Order shall govern all deliberations, when not in conflict with these bylaws. The order of business may be altered or suspended by a majority of the members present.

Section 8. Presiding Officer. The president shall preside at membership meetings. In the absence of the president, the vice-president shall preside, followed by the secretary and treasurer.

ARTICLE VI - BOARD OF DIRECTORS

Section 1. Number and Eligibility. The powers of the DBTC shall be vested in and exercised by, and the business and property of the DBTC shall be controlled by, a board of nine directors-elected by the members. However, in the event that the number of members who stand for election to the board is insufficient to provide nine directors, the number of such directors may be temporarily less than nine. The terms "directors," "board" and "board of directors" as used in these bylaws shall include all nine directors. No person shall be eligible for election as a director or permitted to continue to serve as such unless such person is a duly qualified member in good standing of the Corporation with all fees, dues and assessments paid. All elections shall be conducted pursuant to Article VII of these bylaws.

Section 2. Classification of Directors and Terms. Directors shall be elected by the members at large for a term of two years. The terms of directors shall be staggered, with four directors to be elected each year. However, if the office of one or more directors is vacant, additional director(s) shall be elected to fill such vacancies; in order to maintain the staggered nature of the terms of the directors; such additional directors shall be elected to serve only one year terms. In order to provide a proper transition to this method of election, the terms of all directors holding office at the time this bylaw amendment is approved shall expire not later than November, 2015. All newly elected directors shall take office at the November general membership meeting.

Section 3. Vacancies. If a director is no longer qualified to serve as such under these bylaws, his office may be declared vacant by resolution of the other directors. A vacancy on the board, however created, may be filled by the board and shall be so filled if the unexpired term of the vacant office is six months or more. The person so seated shall hold office for the remainder of the unexpired term of the vacant office.

Section 4. Regular and Special Meetings. Regular meetings of the board of directors shall be held at least once a month as called by the president or by the vice-president in the absence of the president. Special meetings of the board shall be held whenever called by the president or by the vice-president in the absence of the president or by one-third of the directors. Written notice, including an agenda and the meeting time and place, shall be given at least seven days prior to a regular or special meeting. Any and all business may be transacted at a special meeting. The president shall chair the meeting. In the absence of the president, the vice-president shall preside,

followed by the secretary and treasurer.

Section 5. Quorum. Two-thirds of the directors then serving shall constitute a quorum for the transaction of business at all meetings of the board.

Section 6. Voting Privileges of Directors. Each director, with the exception of the meeting chairperson, shall have one vote. No director may vote by proxy. A matter brought to a vote shall be approved by a simple majority of votes cast at a meeting at which a quorum is present. The meeting chairperson shall vote only in the event of a tie. A director shall abstain from voting if a majority of the other board members present deem a conflict of interest to exist.

Section 7. Powers of Directors. The business and affairs of the DBTC shall be managed by its board of directors. The directors shall in all cases act as a board and they may adopt such rules and regulations for the conduct of their meetings and the management of the DBTC as they may deem proper and as are not inconsistent with these bylaws and the laws of the State of Colorado. The board may:

- A. conduct, manage and control all the business and affairs of the DBTC;
- B. create and fill non-director, non-officer positions as it deems necessary and delegate to such appointee(s) such power and authority as is not inconsistent with these bylaws and remove such appointee(s) at will;
- C. designate one or more banks or other institutions to act as depository(ies) from time to time of the funds of the DBTC and determine the manner of depositing and withdrawing of funds of the DBTC;
- D. designate by resolution officers or agents who shall have power and authority to execute for and on behalf of the Corporation all necessary instruments of every kind and nature, including the power and authority to sign checks and drafts of the Corporation and to endorse checks and drafts of the Corporation;
- E. when authorized by action of the members, borrow money and incur indebtedness for the purposes of the DBTC and cause to be executed and delivered therefore, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges and other evidences of indebtedness and securities therefore and do every act and thing necessary to effectuate the same;
- F. convey any and all property, except for real property, of the Corporation and execute or cause to be executed the necessary instruments of conveyance;
- G. convey real property after approval thereof by the general membership;
- H. employ individuals or businesses as deemed necessary by the board;
- I. delegate to the treasurer of the Corporation such power and authority as is not

inconsistent with these bylaws;

- J. terminate a member's membership for cause, refunding to the member the prorated portion of his or her dues for the remainder of the term of membership; and
- K. exercise all other powers which are granted by the laws of the State of Colorado or these bylaws or which are necessary to perform its duties or carry out the purposes of the Corporation.

Section 8. Responsibilities of Directors. It shall be the duty of the board of directors, in addition to all other duties imposed by law, the Articles of incorporation or these bylaws, to:

- A. be responsible for membership, rides and tours, rider safety, education and publishing and distribution of a newsletter;
- B. supervise all officers, agents and employees of the DBTC and see that their duties are properly performed;
- C. cause to be installed such systems of accounting and auditing as will enable the complete determination of the financial condition of the DBTC at all times;
- D. cause to be kept a complete record of all its acts and the proceedings of its meetings and of membership meetings and to make such records available upon a member's request;
- E. cause the monies of the DBTC to be safely and prudently spent and invested;
- F. cause a current monthly financial report to be made available to members upon request;
- G. cause the property of the DBTC to be insured as necessary;
- H. cause to be provided adequate liability coverage;
- I. maintain a registered agent in accordance with Colorado law;
- J. cause to be timely filed all returns or other data or information required by the Internal Revenue Service and the Colorado Department of Revenue; and
- K. cause to be filed with the Internal Revenue Service and the Colorado Department of Revenue whatever is necessary to maintain the Corporation's tax exempt status and manage the Corporation's sources and amounts of income in order to maintain such status.

Section 9. Compensation. Directors shall not receive any compensation for the performance of any of their duties, but may be paid their actual expenses, as approved by the

board, while engaged in the performance of service to the DBTC.

Section 10. Committees. The board of directors shall appoint such standing and other committees as it deems may best promote the interests of the DBTC. Such committees shall have such power and authority as shall be delegated to them by the board and as is not inconsistent with the Article of Incorporation or these bylaws.

Section 11. Resignation. A director may resign at any time by giving written notice to the board of directors, the president or the secretary of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the board or such officer, and the acceptance of the resignation shall not be necessary to make it effective.

Section 12. Removal. Any director may be removed, at any time, for cause by a vote of sixty percent of the other directors and with or without cause by a vote of sixty percent of those general members voting at a membership meeting at which a quorum is present. A director removed by the board of directors may not run for re-election for at least two full years after removal.

ARTICLE VII - ELECTION OF DIRECTORS

Section 1. Voting Process. Voting shall occur at any regularly scheduled meeting of the members, such as the fall Volunteer Recognition meeting. Voting shall be by a show of hands of the membership.

Section 2. Nomination and Election Timetable.

- A. Either at the July or August board meeting, the board shall draft a notice, to be included in the August and/or September newsletter announcing the upcoming elections and asking for letters of self-nomination from those who wish to stand for election, including a statement of interest and qualifications. Nominations will be accepted until November 1.
- B. The board will act as an impartial election committee.
- C. All election transactions, notifications and ballot counting are the responsibility of the board.
- D. The board will compile a list of candidates and qualifications to be published in the newsletter issued prior to the election.
- E. Included in the newsletter issued prior to the election shall be the list of candidates.
- F. The board shall conduct the voting at the Fall Volunteer Recognition meeting. Voting shall be by the members present and shall be by a show of hands.
- G. Election results will also be announced in the first newsletter issued subsequent to the

election.

Section 3. Commencement of Term.

A. Newly elected directors shall take office at the November membership meeting as called by the incumbent president or by the vice-president in the absence of the president.

B. The first order of business at the December board meeting shall be to elect a president. When possible, the newly elected president should have experience on the DBTC board. The newly elected president shall conduct the remainder of the meeting, including the election of a vice-president, secretary and treasurer.

C. The outgoing President shall attend the December board meeting to facilitate the changes in responsibility and authority. At that time the outgoing directors shall turn over the DBTC records in accordance with Article XII, Section 3 of these bylaws and shall turn over all unfinished business. The outgoing directors shall not have voting privileges at this meeting.

ARTICLE VIII - OFFICERS AND MANAGEMENT

Section 1. Designation and Appointment. The executive officers of the DBTC shall be a president, vice-president, secretary and a treasurer. The president, vice-president, secretary and treasurer shall be elected by and from the directors and shall have terms of one year as such officers. However, despite the expectation that such terms shall be for the lengths stated, all such executive officers shall hold their offices at the pleasure of the board. In addition to the executive offices provided for herein, the board shall determine and assign other management responsibilities to various of its members. Such responsibilities might include, but are not limited to, head ride director, Century director, newsletter editor, membership and marketing director, bike shop coordinator, map sales director and administrative director.

Section 2. President. The president shall be the principal executive officer of the DBTC and, subject to the control of the board of directors, shall in general supervise all of the business and affairs of the DBTC. The president may sign any deeds, mortgages, bonds or other instruments and may enter into contracts which the directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the directors or by these bylaws to some other officer or agent of the DBTC. In general the president shall perform all duties normally incident to the office of president and such other duties as may be prescribed by the directors from time to time.

Section 3. Vice-president. In the absence of the president or in the event of the president's inability or refusal to act, the vice-president 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. The vice-president shall perform such other duties as from time to time may be assigned to him by the president or the directors.

Section 4. Secretary. The secretary shall keep correct records of all meetings of the

members at which business is transacted and of all meetings of the board of directors. The secretary shall give notice of all meetings of members and shall make or cause to be made all publications required by law or by these bylaws.

Section 5. Treasurer. The treasurer shall have charge and custody of and be responsible for all funds and securities of the DBTC; shall receive and give receipts for monies due and payable to the DBTC from any source whatsoever; shall deposit all such monies in the name of the DBTC in such banks, trust companies or other depositories as shall be selected by the directors; and, in general, shall perform all of the duties normally incident to the office of treasurer and such other duties as from time to time may be assigned to him by the president or the directors. The treasurer shall submit at each regular meeting of the board of directors a current monthly statement showing receipts and disbursements and balances on hand. The treasurer shall make current monthly financial statements available to the members of the DBTC upon request. The treasurer shall also submit at each November general membership meeting a complete statement of the accounts of the DBTC.

ARTICLE IX - FINANCES

Section 1. Fiscal Year. The fiscal year shall begin on the 1st day of January and end on the 31st day of December.

Section 2. Income. The income of the Corporation shall come from membership dues, donations, events and other fund raising as approved by the board of directors. However, the corporation shall neither seek nor accept income in such amounts or from such sources as would endanger the Corporation's tax exempt status.

Section 3. Authorized Signatures. The board shall authorize four of its members to sign checks. All checks in an amount greater than \$300.00 will require two signatures.

Section 4. Debts. Subject to Article VIII, Section 2, no individual director, officer (other than the president) or member shall have the power to contract any debt or incur any obligation on behalf of and binding upon the Corporation without the consent of the board of directors.

Section 5. Expense Reimbursement. No member shall be reimbursed for any expense nor shall any expense be prepaid at the request of a member without documentation satisfactory to the treasurer having been first provided to and reviewed by the treasurer,

Section 6. Audits. The president shall cause an audit of the Corporation's finances to be made not less frequently than annually. The audit may be conducted internally or by a competent source outside the Corporation.

ARTICLE X - DISSOLUTION OF THE CORPORATION

Section 1. Procedure. The Denver Bicycle Touring Club, Inc. may be dissolved by a two-thirds vote of members present at general or special membership meeting at which a quorum is present. Written notice of the vote shall be mailed not less than fifteen days prior to

the meeting, stating the time and place of the meeting and the reason for the dissolution vote. Discussion prior to the vote shall be allowed. Vote by proxy shall not be allowed.

Section 2. Distribution of Assets. In the event of the dissolution of the Corporation, the assets thereof shall be applied and - distributed as follows:

- A. All debts and liabilities of the corporation shall first be paid, according to their respective priorities, or adequate provision shall be made therefore.
- B. All property remaining after the payments described in the preceding subparagraph shall, pursuant to the provisions of the Colorado Non-profit Corporation Act, be distributed to or among one or more corporations, trusts, funds or foundations operating exclusively for religious, charitable, scientific, literary or educational purposes (organizations or societies engaged in activities substantially similar to those of the dissolving Corporation) which at the time qualifies as a tax exempt organization under section 501 (c) of the Internal Revenue Code and no part of the earnings of which inures to the benefit of any member or individual. In the absence of a board of directors, the distribution shall be made by the members of the Corporation.

ARTICLE XI - AMENDMENT OF BYLAWS

These bylaws may be amended at any general membership meeting or any special membership meeting called for that purpose, by means of the following procedure:

Section 1. An amendment shall first be approved by the board of directors.

Section 2. Proposed amended bylaws shall be published in the club newsletter thirty days prior to such meeting.

Section 3. The amendment shall be adopted by majority vote of the members present at such meeting at which a quorum is present. Voting by proxy shall not be allowed. Except, as otherwise provided in the amendment, the amendment shall take effect immediately.

ARTICLE XII - MISCELLANEOUS PROVISIONS

Section 1. Indemnification. Any director or officer or former director or officer of the Corporation, or any member who may have served at its request, shall be indemnified by the corporation in connection with the defense of any action, suit or proceeding to which he is made a party by reason of being or having been such a director or officer or having so served, except in relation to matters as to which such person shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty.

Section 2. Personal - Liability. No member or director shall be personally liable for any of the debts, liabilities or obligations of the Corporation.

Section 3. Transfer of Records. Any director or officer or former director or officer of the Corporation, and any member who may have served at its request, shall transfer to his successor all DBTC records which have come into his possession during his tenure.

Section 4. Effective Date. These amended bylaws shall take effect upon approval by the general membership and are also retroactive with respect to the procedure for the 2014 election of directors.