

Bylaws of the Twin Cities Bicycling Club

(a 501c3 Non-Profit Corporation)

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ARTICLE I. **Name and Location**

The name of the Corporation is Twin Cities Bicycling Club, a Minnesota non-profit corporation, hereinafter referred to as "Corporation." The principal office of the Corporation shall be located at 2301 Oliver Avenue South, Minneapolis, Minnesota 55405-2448, but meetings of members and directors may be held at such places within the State of Minnesota, in the Seven-County Metropolitan Area, as may be designated by the Board.

ARTICLE II. **Definitions**

Section 1. "Corporation" shall mean and refer to Twin Cities Bicycling Club, a Minnesota non-profit corporation, its successors and assigns.

Section 2. "Member" shall mean and refer to all individuals who are members of the Corporation as provided in these Bylaws.

Section 3. "Board" shall mean and refer to the Directors of the board of directors of Twin Cities Bicycling Club, its successors and assigns. The board of directors shall consist of Directors having voting rights on the Board and Ex Officio Directors who do not have voting rights on the Board.

Section 4. "Director" shall mean and refer to a member of the Board who has voting rights at a meeting of the Board.

Section 5. "Act" shall mean and refer to the Minnesota Non-profit Corporation Act, Minnesota Statutes, Chapter 317A, as amended from time to time.

Section 6. "Articles" shall mean and refer to the Articles of Incorporation of the Corporation as amended from time to time.

Section 7. "Bylaws" shall mean and refer to the bylaws of the Corporation as amended from time to time.

Section 8. "Officer" shall mean and refer to a member of the Board who has been elected by the Board of Directors or appointed pursuant to these Bylaws to an office described at Article IX of these Bylaws.

Section 9. "Ex Officio Director" shall mean and refer to a member of the board of directors who does not have voting rights and who serves on the Board pursuant to Article V, Section 2(g).

Section 10. "Seven-County Metropolitan Area" shall mean and refer to the Minneapolis-St. Paul Seven-County Metropolitan Area which includes the counties of Anoka, Carver, Dakota, Hennepin, Ramsey, Washington and Wright.

ARTICLE III. **Members**

Section 1. Certificates for Membership. A record of the name and postal address of the members shall be kept by the corporation. All members of the activity club of Minnesota Hostelling International, known as the Twin Cities Bicycling Club, who are in good standing on the date the Corporation was incorporated with the Minnesota Secretary of State, shall be, and are, without further action on the part of any such member, Members of this Corporation and shall remain Members until resignation or removal as provided by these Bylaws.

Section 2. Membership. Membership is open to all persons interested in bicycling. Minors may be Members, however each minor who participates on a bicycle ride or other activity of the Corporation must be accompanied by an adult Member who shall be directly responsible for the conduct and safety of such minor. There are two (2) types of membership: individual and household. Individual Members shall be entitled to one (1) vote and one (1) copy of the Corporation Newsletter. Household members shall be entitled to a maximum of two (2) votes, not to exceed one vote per adult person and one (1) copy of the Corporation Newsletter per household, and are considered two members. Membership may be terminated for failure to pay dues or for violation of the written rules of the Corporation. Termination and/or suspension of a Member's membership in the Corporation, for any reason other than for failure to pay dues, shall occur only in compliance with Minnesota Statutes, Section 317A.411. A two-thirds (2/3) vote of Directors present and entitled to vote

at a duly called meeting of the Board at which a quorum is present when the meeting is called to order shall be required to suspend or terminate a Member.

Section 3. Ride Leaders. A ride leader must be a Member and must have successfully completed training as specified by the Board prior to leading any bicycle ride. Each ride leader shall lead at least two (2) rides between November 1 and October 31 of the following year and attend the annual ride leader forum as a condition of remaining qualified as a ride leader. Exceptions to these requirements may be made on a case-by-case basis at the discretion of the Board of Directors. Ride leaders may be suspended or terminated for violating the written rules set forth by these Bylaws or the Board. A two-thirds (2/3) vote of Directors present and entitled to vote at a duly called meeting of the Board at which a quorum is present when the meeting is called to order shall be required to suspend or terminate a ride leader from leading bicycle rides with the Corporation.

Section 4. Ride Leader Liaison; Complaints. All complaints concerning the conduct of ride leaders shall be referred to the Ride Leader Liaison. The Ride Leader Liaison shall serve as the chair of the Ride Leader Conduct Committee. This committee shall be appointed by the Board and shall have the authority to investigate complaints and to collect information on incidents and accidents. The committee shall consist of at least three (3) active ride leaders, at least one of whom is not on the Board of Directors. The committee shall conduct a hearing in compliance with Minnesota Statutes, Section 317A.411. The committee shall have the duty to make findings and recommendations to the Board regarding ride leader discipline. Anyone subject to discipline shall be entitled to a hearing before the committee. The hearing shall be open or closed at the option of the ride leader for whom the hearing is held. The ride leader shall have the right to appeal to the Board the findings and recommendations of the committee, provided that the ride leader makes a written request to the Board within ten (10) days after receipt of notification of the committee's findings and recommendations. The findings and recommendations of the committee shall be in writing unless the committee reasonably believes litigation by a third party may result from the actions of such ride leader and makes a determination that the findings and recommendations shall be verbal. Unless there is an appeal to the Board, the findings and recommendations of the committee shall be considered by the Board in making its findings and decision relating to the discipline, if any, of the ride leader. The Board, upon any such appeal, shall conduct a hearing in compliance with Minnesota Statutes, Section 317A.411. The findings and decision of the Board shall be in writing unless the Board reasonably believes litigation by a third party may result from the actions of such ride leader and makes a determination that its findings and decision shall be verbal.

ARTICLE IV. **Meeting of Members**

Section 1. Annual Meetings. Regular annual meetings of the Members shall be held each year, at a time and place to be designated by the Board. The purpose of the annual meetings shall be to elect Directors to serve for the term or terms as

provided by these Bylaws and for the transaction of such other business as may come before the meeting.

Section 2. Special Meetings.

(a) Who may call. The Corporation shall hold a special meeting of the Members on call of the Board; or if at least twenty five (25) Members with voting rights or five percent of the Members with voting rights, whichever is less, sign, date and deliver to the president or treasurer one or more written demands for the meeting, describing the purpose for which it is held.

(b) Notice. Within thirty (30) days after receipt of a demand for a special meeting from voting Members, the Board shall cause a special meeting to be called on notice no later than sixty (60) days after receipt of the demand at the expense of the Corporation. If the Board fails to cause a special meeting to be called as required by this Article IV, Section 2(b), a voting Member making the demand may call the meeting by giving notice as provided by the provisions of the Act for such purpose at the expense of the Corporation.

(c) Time; Place. Special meetings of Members may be held in this state at the place stated in or fixed in accordance with the Articles, these Bylaws, or by the president or the Board. The meeting must be held in the Seven-County Metropolitan Area, Minnesota.

(d) Notice Requirements; Business Limited. The notice of a special meeting must contain a statement of the purposes of the meeting. The notice may also contain other information required by the Articles or these Bylaws or considered necessary or desirable by the Board or by another person calling the meeting. The business transacted at a special meeting is limited to the purposes stated within the notice of the meeting. Business transacted at a special meeting that is not included in those stated purposes is voidable by or on behalf of the Corporation, unless all of the Members with voting rights have waived notice of the meeting pursuant to the Act.

Section 3. Notice of Meetings. At least twenty (20) days and not more than sixty (60) days in advance of any annual or special meeting, written notice of such meeting of the Members shall be given by, or at the direction of, the secretary or person authorized to call the meeting, by mailing (first class, via US Postal Service) to each Member entitled to vote thereat, addressed to the Member's address last appearing on the books of the Corporation, or supplied by such Member to the Corporation for the purpose of notice. Such notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the notice must so inform Members and state the procedure for appointing proxies.

Section 4. Waiver of Notice; Objections. A Member may waive notice of a meeting of Members. A waiver of notice by a Member entitled to notice is effective whether given before, at, or after the meeting, and whether given in writing or by attendance. Attendance by a Member at a meeting is a waiver of notice of that meeting, unless the Member objects at the beginning of the meeting to the

transaction of business because the meeting is not lawfully called or convened, or objects before a vote on an item of business because the item may not lawfully be considered at that meeting and does not participate in the consideration of the item at that meeting.

Section 5. Quorum. A quorum for a meeting of Members is five (5.0%) percent of the Members of the Corporation. A quorum is necessary for the transaction of business at a meeting of Members. If a quorum is not present, a meeting may be adjourned from time to time for that reason without notice other than announcement at the meeting. If a quorum has been present at a meeting and Members have withdrawn from the meeting so that less than a quorum remains, the Members still present may continue to transact business until adjournment.

Section 6. Proxies. At all meetings of Members, each Member may vote in person or by proxy pursuant to Minnesota Statutes, Section 317A.453. All proxies shall be in writing and filed with the secretary.

Section 7. Record Date; Determining Members Entitled to Vote and Notice.

(a) Determination. The Board shall fix a date (the "record date") not more than sixty (60) days before the date of a meeting of Members as the date for the determination of the Members entitled to notice of and entitled to vote at the meeting. When a record date is so fixed, only voting Members on that date are entitled to notice of and permitted to vote at that meeting of Members. Every Member of the Corporation as of the date of the first special meeting of Members shall be entitled to vote at that meeting regardless of whether the individual was a Member on the date the Corporation filed its Articles of Incorporation with the Minnesota Secretary of State.

(b) Adjourned Meeting. A determination of Members entitled to notice and to vote at a membership meeting is effective for an adjournment of the meeting unless the Board fixes a new date for determining the right to notice and to vote, which it must do if the meeting is adjourned to a date more than sixty (60) days after the record date for determining Members entitled to notice of the original meeting.

Section 8. Members' List for Meeting.

(a) Preparation. After fixing a record date for notice of and voting at a meeting, the Corporation shall prepare an alphabetical list of the names of Members who are entitled to notice and to vote. The list must show the postal address of each Member entitled to vote at the meeting.

(b) Inspection. The list of Members must be available for inspection at reasonable times by any Member with voting rights for the purpose of communication with other Members concerning the meeting, beginning two business days after the meeting notice is given and continuing through the meeting, at the Corporation's registered office or at a reasonable place identified in the meeting notice in the Seven-County Metropolitan Area. The list also must be available at the meeting. A

Member, a Member's agent, or a Member's attorney is entitled on written demand to inspect and to copy the list, at a reasonable time and at the Member's expense, during the period it is available for inspection and at any time during the meeting or an adjournment.

(c) Effect of Failure to Comply. Unless a written demand to inspect and copy a membership list has been made under subdivision (b) before the membership meeting and the Corporation improperly refuses to comply with the demand, refusal, or failure to comply with this section does not affect the validity of action taken at the meeting.

(d) Improper Use Prohibited. A Member, agent, or attorney who gains access to a membership list under this section may not use or give to another for use the membership list for any purpose without written permission from the Board.

Section 9. Right to Vote. Each Member with voting rights is entitled to one vote on each matter voted on by the Members. Each individual is entitled to only one vote.

Section 10. Act of the Members.

(a) General. If a quorum is present, or if a quorum has been present at a meeting, the affirmative vote of the majority of the Members with voting rights present and entitled to vote, which must also be a majority of the required quorum, is the act of the Members.

(b) Methods. Members may take action at a meeting by voice, show of hands, or ballot.

Section 11. Order of Business at Meetings. The order of business at all meetings of the membership shall be as follows:

1. Roll Call;
2. Proof of Notice of Meeting or Waiver of Notice;
3. Reading of Minutes of Preceding Meeting;
4. Reports of Officers;
5. Reports of Committees;
6. Election of Directors;
7. Unfinished Business; and
8. New Business.

ARTICLE V.
Board of Directors; Selection; Term of Office

Section 1. Board. The business and affairs of the Corporation shall be managed by or under the direction of the Board. All Directors are entitled to vote and have equal rights and preferences.

Section 2. Number. The affairs of the Corporation shall be managed by a Board of not less than five (5) and not more than nine (9) Directors, each of whom shall be an adult and a Member in good standing of the Corporation. Commencing the first special meeting at which Directors shall be elected (which may be the special meeting at which these Bylaws are adopted by the Members), the Board shall consist of nine (9) Directors elected to terms as follows:

(a) Two (2) Members shall be elected to a term of three (3) years; Four (4) Members shall be elected to a term of two (2) years; and Three (3) Members shall be elected to a term of one (1) year;

(b) At the first annual meeting of Members, those Members who were elected as Directors for one (1) year shall stand for election for a term of two (2) years, regardless of whether a full year has then elapsed since the date such Member was elected as Director;

(c) At the second such annual meeting of Members, the position filled by those Members who were elected as Directors for two (2) years shall stand for election for a term of two (2) years, regardless of whether two full years has then elapsed since the date such Member was elected as Director;

(d) At the third such annual meeting of Members, the position filled by those Members who were elected as Directors for three (3) years shall stand for election for a term of two (2) years, regardless of whether three full years has then elapsed since the date such Member was elected as Director;

(e) Except as provided at Article V, Sections 2(a), (b), (c) and (d), each Director shall be elected to a term of two (2) years. A Director shall hold office until expiration of the term for which the Director was elected or appointed and until a successor is elected and qualified, or until death, resignation, removal or disqualification of that Director;

(f) No Director shall serve as such for more than six (6) consecutive years; and

(g) The Board may appoint one or more Members as Ex Officio Directors to hold the positions it deems necessary. Provided, a Director may also hold one or more of such positions. Unless the Member holding an Ex Officio Director position is also a Director, such Member shall not be entitled to vote as a member of the Board. There shall be no term limit for Ex Officio Directors.

Section 3. Removal.

(a) Any Director may be removed from the Board, with or without cause, by a majority vote of the Members present and entitled to vote at a duly called meeting of Members. In the event of the removal of a Director, his or her successor shall be elected by an affirmative vote of a majority of the Members at a meeting at which a quorum is also present and at which the removal of a Director is voted upon. In the event of death or resignation of a Director, his or her successor shall be elected by not less than a two-thirds (2/3) affirmative vote of all remaining Directors at a meeting of the Board duly called for such purpose. Such successor shall serve for the unexpired term of his or her predecessor.

(b) Any Director may be removed by the Board by affirmative vote of a majority of Directors, excluding the Director against whom such action is taken, at a duly called meeting at which a quorum is present, at any time, with or without cause, if the Director (i) has missed three (3) consecutive regular meetings of the Board; (ii) is no longer a member in good standing of the Corporation; or (iii) is convicted of a crime or misdemeanor that involves the club or the Director's duties as a ride leader, Officer or Director of the Corporation. Any Ex Officio Member may be removed at any time, with or without cause, from serving in such position by the affirmative vote of a majority of Directors at a duly called meeting at which a quorum is present.

Section 4. Resignation. A Director may resign at any time by giving written notice to the Corporation. The resignation is effective without acceptance when the notice is given to the Corporation, unless a later effective time is specified in the notice.

Section 5. Compensation. No Director shall receive compensation for any service he or she may render to the Corporation in his or her capacity as Director. However, any Director may be reimbursed for his or her actual expenses incurred in the performance of his or her duties, and any Director may be compensated for services rendered to the Corporation not in his or her capacity as Director provided that such Director and the Board agree prior to commencement of such service to the nature, extent, and cost of such services. Such Director shall not be entitled to vote regarding such proposed agreement.

Section 6. Action Taken Without a Meeting. The Directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the signed approval of all the Directors. Any action so approved shall have the same effect as though taken at a meeting of the Directors.

Section 7. Open Meetings. All Board meetings shall be open to Members who are in good standing in the Corporation. However, the Board shall have the right to have closed sessions for purposes of discussing, but not acting upon, ride leader and Member disciplinary matters, salary negotiations, and threatened or pending litigation.

Section 8. Contracts. The Board may authorize any Officer or Officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or

confined to specific instances. No contract may be entered into without specific Board approval.

Section 9. 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. Such authority may be general or confined to specific instances. No loan may be made to any individual person for any purpose.

ARTICLE VI. **Nomination and Election of Directors**

Section 1. Nomination. Nomination for election to the Board shall be made by a nominating committee. Nominations may also be made from the floor at the annual meeting of Members. The nominating committee shall consist of a chairperson, who shall be a Director, and two or more other Members of the Corporation who are not members of the Board. The nominating committee shall not nominate a present or past Member of the current nominating committee. The nominating committee shall be appointed by the Board not less than sixty (60) days prior to each annual meeting of the Members, to serve from the date of appointment until the close of the annual meeting. The nominating committee shall make one nomination for election to the Board for each vacancy that is to be filled. Such nominations shall be from among individuals who have been Members for not less than 12 months prior to the annual meeting at which such election of Directors will be held.

Section 2. Election. Election to the Board shall be by secret written ballot unless there is only one Member nominated to fill the position of Director for which such election is held, in which case there may be a voice vote or show of hands. At such election each Member, or his or her proxy, may cast one vote. The person receiving the largest number of votes shall be elected to such vacancy. Cumulative voting is not permitted.

ARTICLE VII. **Meetings of Directors**

Section 1. Regular Meetings; Annual Meetings. Regular meetings of the Board shall be held monthly without notice at such place and hour as may be fixed from time to time by resolution of the Board. The annual meeting of Directors for the purpose of electing Officers shall be held immediately following the annual meeting of Members.

Section 2. Special Meetings. Special meetings of the Board shall be held when called by the president of the Corporation, or by any two Directors, after not less than five (5) days notice to each Director and to each Ex Officio Director.

Section 3. Quorum. A majority of the number of 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. Every act or decision done or made by a majority of the Directors present at a duly held meeting at which a quorum is present at the time the meeting is called to order shall be regarded as the act of the Board.

Section 4. Presumption of Assent; Dissent. A Director who is present at a meeting of the Board when an action is approved by the Board is presumed to have assented to the action approved, unless the Director:

- (a) 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 in the meeting, in which case the Director is not considered to be present at the meeting for purposes of the Minnesota Non-Profit Corporation Act;
- (b) votes against the action at the meeting; or
- (c) is prohibited from voting on the action by the Articles or these Bylaws or as a result of a decision to approve, ratify, or authorize a transaction pursuant to Minnesota Statutes, Section 317A.255 (Director Conflicts of Interest) or a conflict of interest policy adopted by the Board.

ARTICLE VIII. **Powers and Duties of the Board of Directors**

Section 1. Powers. The Board shall have power to:

- (a) Exercise for the Corporation all powers, duties and authority invested in or delegated to the Corporation and not reserved to the membership by other provisions of these Bylaws, the Articles, or the Act.
- (b) Declare pursuant to Article V, Section 3(b), the office of a member of the Board to be vacant if the Director (i) has missed three (3) consecutive regular meetings of the Board; (ii) is no longer a member in good standing of the Corporation; or (iii) is convicted of a crime or misdemeanor that involves the club or the Director's duties as a ride leader, Officer or Director of the Corporation.
- (c) Employ an executive director, a manager, one or more independent contractors, and such other employees as they deem necessary, and to prescribe their duties.

Section 2. Duties. It shall be the duty of the Board to:

- (a) Cause to be kept a complete record of all its acts and of the corporate affairs of the Corporation and to present a statement thereof to the Members at the annual meeting of the Members, or at any special meeting when such statement is requested in writing by twenty-five (25) Members who are entitled to vote, and otherwise as required by law;

(b) Supervise all officers, ride leaders, volunteers, agents and employees of the Corporation and to see that their duties are properly performed;

(c) Fix the amount of the annual dues for each Member and fix the ride dues and to notify every Member at least thirty (30) days prior to the date such annual dues are due and notify each Member at least thirty (30) days prior to the date ride dues are increased or decreased;

(d) Procure and maintain adequate liability insurance for the benefit of (i) the Corporation and the Board, its officers, and directors; (ii) ride leaders, while leading club rides; and to procure and maintain adequate liability and collision and other appropriate insurance on property owned, licensed or leased by the Corporation; and

(e) Cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate.

ARTICLE IX.
Officers and Their Duties

Section 1. Enumeration of Officers. The officers of this Corporation shall be a president, vice-president, secretary, and a treasurer, who shall, except for the treasurer, at all times be Directors, and such other officers as the Board may from time to time by resolution create. The treasurer shall serve as an Ex Officio Director.

Section 2. Nomination. Nominations shall be made by the Directors at the annual meeting of Directors. Except for the first meeting of the Board of Directors, the Director who is nominated for President shall have previously served on the Board for at least one (1) year.

Section 3. Election of Officers. Pursuant to Article VII Section 1, the election of officers shall take place at each annual meeting of the Directors, which is held immediately following the annual meeting of Members. Election shall be by secret written ballot, unless there is only one Director nominated to fill the position of the office for which such election is held, in which case there may be a voice vote. At such election, each Director may cast one vote. The person receiving the largest number of votes shall be elected to such vacancy. Cumulative voting is not permitted.

Section 4. Term. Each officer of this Corporation shall hold office for one (1) year or until the next annual meeting of Directors, whichever is sooner, unless he or she shall sooner resign, or shall be removed, or otherwise be disqualified to serve.

Section 5. Special Appointments. The Board may elect such other officers from the current Directors as the affairs of the Corporation may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.

Section 6. Resignation and Removal. Any Officer may be removed from office, with or without cause, by a majority vote of Directors present and entitled to vote at a duly called meeting of Directors. In such case, the Directors shall elect an officer to fill the office vacated by the officer who is removed. Any officer may resign at any time by giving written notice to the Board, the president or the secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 7. Vacancies. A vacancy in any office may be filled by majority vote of the Board. The person appointed to such vacancy shall serve in such capacity for the remainder of the term of the officer he or she replaced. Except for the year following the first meeting of the Board of Directors, the Director who is nominated for President shall have previously served on the Board for at least one (1) year.

Section 8. Multiple Offices. The offices of secretary and treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices, except in the case of special offices created pursuant to Section 4 of this Article IX. If a document must be signed by persons holding different offices or functions and a person holds or exercises more than one of those offices or functions, that person may sign the document in more than one capacity, but only if the document indicates each capacity in which the person signs.

Section 9. Duties. The duties of the officers are as follows:

President

(a) The President shall:

- (i) have general active management of the business of the Corporation;
- (ii) when present, preside at meetings of the Board and of the Members;
- (iii) see that orders and resolutions of the Board are carried into effect;
- (iv) sign and deliver in the name of the Corporation 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 by the Board to another officer or agent of the Corporation;
- (v) maintain records of and, when necessary, certify proceedings of the Board and the Members; and
- (vi) perform other duties prescribed by the Board.

Vice-President

(b) The vice-president shall act in the place and stead of the President in the event of his or her absence or inability or refusal to act, and shall exercise and discharge such duties as may be required of him or her by the Board.

Secretary

(c) The secretary shall:

- (i) record the votes and keep the minutes of all meetings and proceedings of the Board and of the Members;
- (ii) serve notice of meetings of the Board and of the Members;
- (iii) keep appropriate current records identifying the Members of the Corporation, together with their postal addresses; and
- (iv) perform such other duties as required by the Board.

Treasurer

(d) The treasurer shall:

- (i) keep accurate financial records for the Corporation;
- (ii) deposit money, drafts, and checks in the name of and to the credit of the Corporation in the banks and depositories designated by the Board;
- (iii) endorse for deposit notes, checks, and drafts received by the Corporation as ordered by the Board, making proper vouchers for the deposit;
- (iv) upon request, provide the President and the board an account of transactions by the treasurer and of the financial condition of the Corporation;
- (v) cause all reports required by the United States Internal Revenue Service, the State of Minnesota, and by any other governmental entity to be prepared by a certified public accountant and timely filed accurately stating the income and expenditures of the Corporation, and providing all other information lawfully required by the United States Internal Revenue Service, the State of Minnesota, and any other governmental entities;
- (vi) prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting, and deliver on request a copy of each to the Members making the request;
- (vii) perform other duties as prescribed by the Board or by the President;
- (viii) comply with all disclosure procedures as required by law relating to the financial condition of the Corporation; and
- (ix) co-sign all promissory notes of the Corporation.

ARTICLE X. **Committees**

The Board shall appoint a nominating committee, as provided in these Bylaws, and may appoint other committees as deemed appropriate in carrying out its purpose. A committee shall be established by a resolution approved by the affirmative action of the Board. Such committee shall have the authority of the Board in the management of the business of the Corporation to the extent provided in the resolution. Committees shall be subject at all times to the direction and control of the Board. Except as provided in Article VI, committee members need not be Directors.

ARTICLE XI.
Books and Records

The books, records and papers of the Corporation, including, without limitation, the Articles and Bylaws, shall at all times, during reasonable business hours, be subject to inspection by any Member and shall be subject to inspection by the general public to the extent required by law.

ARTICLE XII.
Corporate Seal

The Corporation shall have no corporate seal.

ARTICLE XIII.
Amendments; Conflicts

Section 1. Amendments.

(a) The power to adopt, amend, or repeal these Bylaws is vested in the Board subject to the power of the Members with voting rights to adopt, amend, or repeal, pursuant to Section 1(b) of this Article XIII, these Bylaws, or any part thereof, adopted, amended or repealed by the Board. The Board may not repeal or amend this Article XIII, or adopt, amend, or repeal a bylaw fixing a quorum for meetings of Members, prescribing procedures for removing Directors, filling vacancies on the Board, or fixing the number of Directors or their classifications, qualifications, or terms of office, but may adopt or amend a bylaw to increase the number of Directors. A bylaw amendment to increase or decrease the vote required for a Member action must be approved by the Members. Provided, the Directors named in the Articles of Incorporation of this Corporation may amend or repeal these Bylaws, or any part thereof, prior to their adoption by the Members to effect the application of the Corporation to obtain tax exempt status under U.S. Internal Revenue Code of 1986, Section 501(c)(3).

(b) Fifty (50) or more Members with voting rights may propose a resolution for action by the Members to adopt, amend, or repeal bylaws previously adopted by the Board or by the Members. The resolution must contain the provisions then presently contained in the bylaws together with the provisions proposed for adoption, amendment, or repeal. Adoption, amendment, or repeal of bylaws under this Article XIII, Section 1(b) must be approved by affirmative vote of two-thirds

(2/3) of the Members present and entitled to vote at a duly called meeting at which a quorum is also present. Board approval of bylaws adopted, amended, or repealed pursuant to this Article XIII, Section 1(b) is not required.

Section 2. In the case of any conflict between the Articles and the Bylaws, the Articles, as amended, shall control.

ARTICLE XIV. **Non-Profit Status**

This Corporation is a non-profit corporation incorporated under Minnesota Statutes, Chapter 317A. The mission of the Corporation is to provide education to the general public to enable individuals to engage in safe bicycle rides open to the general public and conducted on public roadways; to develop and publicize to the general public safe bicycle routes primarily in the Seven-County Metropolitan Area; to promote bicycling to the general public, emphasizing education and teaching about effective bicycling and the health benefits of bicycling; to develop, conduct and promote safe and friendly bicycle rides for citizens of the Seven-County Metropolitan Area; and to educate and coach ride leaders how to accomplish the foregoing. There is no stock and nothing shall inure to the benefit of any individual Member, Director or Officer. The Corporation will conform with all the requirements of a corporation under 501(c)(3) of the Internal Revenue Code. The Corporation shall not donate to any political candidate or political action committee. Membership lists will not be shared with any political party, political action corporation, or any for-profit corporation. Membership lists will not be publicly posted except as may be required by law. Membership lists may be shared with Minnesota Hostelling International pursuant to an agreement or agreements between the Corporation and Minnesota Hostelling International.

ARTICLE XV. **Miscellaneous**

Section 1. Fiscal Year. The first fiscal year of the Corporation shall begin on the date the Articles of Incorporation are filed with the Minnesota Secretary of State and end on the 31st day of October, 2000, and commencing November 1, 2000, begin on the first day of November, and end on the 31st day of October of every year thereafter.

Section 2. Bylaws Adopted. The foregoing constitute the Bylaws of Twin Cities Bicycling Club as adopted on the 24th day of February, 2000, under Minnesota Statutes, Sections 317A.171 and 317A.181, by the Directors of Twin Cities Bicycling Club named in its Articles of Incorporation.

Revised October 13, 2009

**DIRECTORS' CERTIFICATION OF ADOPTION OF BYLAWS
BY THE DIRECTORS OF TWIN CITIES BICYCLING CLUB
NAMED IN ITS ARTICLES OF INCORPORATION**

The undersigned, as Directors named in the Articles of Incorporation of Twin Cities Bicycling Club, a Minnesota Non-profit Corporation incorporated under Minnesota Statutes, Chapter 317A, hereby certify that the attached copy of Bylaws of Twin Cities Bicycling Club is a full, true and accurate copy of such Bylaws; that the Bylaws were adopted by a majority of the Directors named in such Articles of Incorporation, with voting rights present and entitled to vote, which was also a majority of the required quorum, at a special meeting of such Directors called pursuant to Minnesota Statutes, Section 317A.171 and 317A.181, and other applicable provisions of Minnesota Statutes, Chapter 317A; that the Bylaws have not been modified or rescinded at the date of this certificate.