

Bylaws of the UltraMarathon Cycling Association, Inc.

As amended by the Board of Directors on October 8, 2007

Article 1: Offices

Section 1. Principal Office

The principal office of the corporation is located in Boulder County, State of Colorado.

Section 2. Change of Address

The designation of the county or state of the corporation's principal office may be changed by amendment of these Bylaws. The Board of Directors may change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed, nor require, an amendment of these Bylaws:

New Address: _____

Dated: _____, 20__

New Address: _____

Dated: _____, 20__

New Address: _____

Dated: _____, 20__

Section 3. Other Offices

The corporation may also have offices at other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the Board of Directors may, from time to time, designate.

Article 2: Nonprofit Purposes

Section 1. IRC Section 501(c)(3) Purposes

This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.



Section 2. Specific Objectives and Purposes

The purpose of UMCA is to promote long-distance bicycling, also known as ultracycling, around the world. It may accomplish this purpose by the following activities:

- a. Sanctioning and promoting the Race Across AMerica (RAAM) and qualifiers for the Race Across AMerica;
- b. Sanctioning cross-state, timed and distance, and other point-to-point bicycling records;
- c. Sanctioning and promoting other ultra-marathon bicycle events;
- d. Organizing annual competitions from the results of other long-distance bicycling events;
- e. Publishing a newsletter and/or journal on a regular basis to inform UMCA members and the general public regarding the sport of ultracycling;
- f. Soliciting and raising funds for all appropriate activities of the organization;
- g. Fostering participation in American and international amateur bicycle sport activities;
- h. Doing any other appropriate act to further the above purposes.

Article 3: Directors

Section 1. Number

The corporation shall have 15 Directors and collectively they shall be known as the Board of Directors.

Section 2. Qualifications

Directors shall be of the age of majority in this state. Other qualifications for Directors of this corporation shall be as follows:

- a. Directors shall be members of the UMCA;
- b. The Managing Director of the UMCA, the Race Director of the Race Across AMerica (RAAM) and a representative of the Directors of the RAAM qualifiers shall serve as ex officio voting Directors.

Section 3. Powers

Subject to the provisions of the laws of this state and any limitations in the Articles of Incorporation and these Bylaws relating to action required or permitted to be taken or approved by the members, if any, of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

Section 4. Duties

It shall be the duty of the Directors to:

- a. Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws;
- b. Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the corporation;
- c. Supervise all officers, agents and employees of the corporation to assure that their duties are performed properly;
- d. Meet at such times and places as required by these Bylaws;
- e. Register their addresses with the Secretary of the corporation, and notices of meetings mailed, faxed or e-mailed to them at such addresses shall be valid notices thereof.

Section 5. Term of Office

Prior to incorporation as a not-for-profit, the UMCA has a 12-member Executive Advisory

Committee (EAC) elected by the membership to advise the Managing Director on policy issues. In the first year of the UMCA under this Constitution, eight elected members of the EAC and four newly elected Directors shall serve as the Board of Directors. The Secretary of the Board shall make a chance selection among the former EAC members to determine which four former EAC members will serve a one year term as Directors and which four will serve a two year term as Directors.

All Directors' terms shall begin immediately after the Board certifies the results of the election of Directors and shall end when the Directors' successors are certified by the Board. No Director may be elected to more than two successive partial or full terms. The President shall serve no more than three consecutive one-year terms.

Section 6. Elections

In the first election of Directors held under this Constitution four Directors shall be elected by the UMCA members. Thereafter, four Directors shall be elected each year.

Vacancies for positions on the Board of Directors shall be filled in the following manner: Each year the Board shall establish the election procedures and schedule to fill any position which is vacant or whose holder's term will expire that year and shall send the procedures and schedule to the members by October 31, determined by postmark.

A member may submit his/her own name as a prospective candidate for current vacancies in accordance with the nomination procedures established. Each candidate may submit a short statement of interest and qualifications as a Director, to be printed and included with the ballot. The ballots shall be mailed and returned per the schedule adopted by the Board.

If a Directorship becomes vacant due to resignation or otherwise, the Board shall have the power to appoint an individual to serve until the next election, at which time the candidate with the fifth highest vote total in that Board election shall serve the remainder of the term. If no candidate from the last election is prepared to be appointed, the Board shall appoint an individual from the general membership to serve until the next election.

The Directors of the RAAM qualifying races (“qualifiers”) shall elect one of their number not already serving as an elected Director to serve as a Director on the Board.

Each year when the Board establishes the schedule and procedures for electing the general Directors, the Board will also establish the procedures and schedule for electing the qualifiers representative.

The Director(s) of each qualifier sanctioned for the prospective racing season in the current calendar year has one vote. If the Director(s) organize more than one qualifier the Director(s) shall have only one vote. The RAAM qualifier representative will be elected for a one-year term or until his/her successor is elected. The RAAM qualifier representative can serve a maximum of two successive terms as the RAAM qualifier representative.

This RAAM qualifier representative Director shall not be eligible to be elected President, but may be elected to any other office or appointed to any committee or position in a like manner as any elected Director.

Section 7. Compensation

Except for the Managing Director, Directors shall serve without compensation.

Section 8. Meetings

The Board shall meet at such times as the President shall designate, or when three of the Directors request that a meeting be called. Board meetings may be in person or by teleconference or by computer-assisted conferencing. The Board shall meet at least once each calendar year.

Section 9. Notice of Meetings

Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the Board of Directors:

- a. Meetings. At least one week prior notice shall be given by the Secretary or the Managing Director of the corporation to each Director of each meeting of the Board. Such notice may be oral or written, may be given personally, by first class mail, by e-mail, by telephone or by facsimile machine, and shall state the place, date and time of the meeting and the matters proposed to be acted upon at the

meeting. In the case of e-mail or facsimile notification, the Director to be contacted shall acknowledge personal receipt of the e-mail or facsimile notice by a return message or telephone call within twentyfour hours of the e-mail or facsimile transmission.

- b. Waiver of Notice. Whenever any notice of a meeting is required to be given to any Director of this corporation under provisions of the Articles of Incorporation, these Bylaws or the law of this state, a waiver of notice in writing signed by the Director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

Section 10. Quorum for Meetings

A quorum shall consist of ten of the members of the Board of Directors.

Except as otherwise provided under the Articles of Incorporation, these Bylaws or provisions of law, no business shall be considered by the Board at any meeting at which the quorum is not present, and the only motion which the President shall entertain at such meeting is a motion to adjourn.

Section 11. Majority Action As Board Action

Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation, these Bylaws or provisions of law require a greater percentage or different voting rules for approval of a matter by the Board.

Section 12. Action By Written Ballot

Except as otherwise provided under the Articles of Incorporation, these Bylaws or provisions of law, any action which may be taken at any meeting of the Board or a committee of the Board may be taken without a meeting of the Board or committee if an officer of the corporation distributes a written ballot to each Director entitled to vote on the matter. The ballot shall:

- a. set forth the proposed action;
- b. provide an opportunity to specify approval or disapproval of each proposal;
- c. indicate the number of responses needed to meet the quorum requirement; and
- d. specify the date by which the ballot must

be received by the corporation in order to be counted. The date set shall afford Directors a reasonable time within which to return the ballots to the corporation.

Ballots shall be mailed or delivered in the manner required for giving notice of Board meetings as specified in these Bylaws.

Approval of action by written ballot shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the action at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

Section 13. Conduct of Meetings

Meetings of the Board of Directors shall be presided over by the President of the corporation or, in his or her absence, by the Vice President of the corporation or, in the absence of each of these persons, by a Chairperson chosen by a majority of the Directors present at the meeting. The Secretary of the corporation shall act as Secretary of all meetings of the Board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the meeting.

Section 14. Vacancies

Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any Director, and (2) whenever the number of authorized Directors is increased.

Any Director may resign effective upon giving written notice to the President, the Secretary or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No Director may resign if the corporation would then be left without a duly elected Director or Directors in charge of its affairs, except upon notice to the Office of the Attorney General or other appropriate agency of this state.

In the event that a Director is absent for two out of three consecutive meetings, the Board shall vote on sustaining his or her membership on the Board. A Director may also be removed for cause by the affirmative vote of two-thirds of the Directors

present and voting at any meeting of the Board of Directors, as permitted by and in accordance with the laws of this state.

Unless otherwise prohibited by the Articles of Incorporation, these Bylaws or provisions of law, vacancies on the Board may be filled by approval of the Board of Directors. If the number of Directors then in office is less than a quorum, a vacancy on the Board may be filled by approval of a majority of the Directors then in office or by a sole remaining Director. A person elected to fill a vacancy on the Board shall hold office until the next election of the Board of Directors or until his or her death, resignation or removal from office.

Section 15. Nonliability of Directors

The Directors shall not be personally liable for the debts, liabilities or other obligations of the corporation.

Section 16. Indemnification by Corporation of Directors and Officers

The Directors and officers of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of this state.

Section 17. Insurance For Corporate Agents

Except as may be otherwise provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a Director, officer, employee or other agent of the corporation) against liabilities asserted against or incurred by the agent in such 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 the Articles of Incorporation, these Bylaws or provisions of law.

Article 4: Officers

Section 1. Designation of Officers

The officers of the corporation shall be a President, a Vice President, a Secretary and a Treasurer and other such officers with such titles as may be determined from time to time by the Board of Directors.

Section 2. Qualifications

Any UMCA member elected or appointed to the Board may serve as an officer of this corporation.

Section 3. Election and Term of Office

The Board shall elect the Officers each year within a reasonable time after the annual election of Directors. Each Officer shall hold office until he or she resigns, is removed, is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

Section 4. Removal and Resignation

Any Officer may be removed, either with or without cause, by the Board of Directors, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any Officer of the corporation.

Section 5. Vacancies

Any vacancy caused by the death, resignation, removal, disqualification or otherwise, of any Officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. Vacancies occurring in offices of Officers appointed at the discretion of the Board may or may not be filled as the Board shall determine.

Section 6. Duties of President

The President shall be elected by the full Board of Directors from among the fifteen Directors. The President shall be the Chief Executive Officer of the corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the activities of the Officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation or by these Bylaws or which may be prescribed from time to time by the Board of Directors. The President shall preside at all meetings of

the Board of Directors and at all meetings of the members. The President, subject to ratification by the Board, shall establish any standing Board committees authorized in the Bylaws, and shall establish any other Board committees or other entities deemed necessary. The President shall delegate to any such committee such authority as the President shall see fit. The President shall be an ex-officio member of all Board committees. The President shall supervise the Managing Director. Except as otherwise expressly provided by law, by the Articles of Incorporation or by these Bylaws, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks or other instruments which may from time to time be authorized by the Board of Directors.

Section 7. Duties of Vice President

In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice President shall chair the Program committee and perform such other duties as may be prescribed by law, by the Articles of Incorporation or by these Bylaws or as may be prescribed by the Board of Directors.

Section 8. Duties of Secretary

The Secretary shall:

- a. Certify and keep at the principal office of the corporation the original, or a copy, of these Bylaws as amended or otherwise altered to date.
- b. Keep at the principal office of the corporation or at such other place as the Board may determine, a book of minutes of all meetings of the Directors, and, if applicable, meetings of committees of Directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting and the proceedings thereof.
- c. See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

- d. Be custodian of the records and of the seal of the corporation and affix the seal, as authorized by law or the provisions of these Bylaws, to duly executed documents of the corporation.
- e. Keep at the principal office of the corporation a membership book containing the name and address of each and any members, and, in the case where any membership has been terminated, he or she shall record such fact in the membership book together with the date on which such membership ceased.
- f. Exhibit at all reasonable times to any Director of the corporation, or to his or her agent or attorney, on request therefore, the Bylaws, the membership book and the minutes of the proceedings of the Directors of the corporation.
- g. In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation or by these Bylaws or which may be assigned to him or her from time to time by the Board of Directors.
- g. Exhibit at all reasonable times the books of account and financial records to any Director of the corporation, or to his or her agent or attorney, on request therefore.
- h. Render to the President and Directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the corporation.
- i. Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.
- j. In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the corporation or by these Bylaws or which may be assigned to him or her from time to time by the Board of Directors.

The Treasurer may delegate in writing to the Managing Director administrative responsibility for any of the above duties.

Section 10. Managing Director

The Board of Directors will appoint the Managing Director to operate the UMCA and the Board will approve the written contract with the Managing Director. The Managing Director will report to the President of the Board. The Managing Director shall serve as an ex officio member of the Board and of each Board committee; however, the Managing Director shall not vote on his or her terms and conditions of employment.

The Managing Director's responsibilities include but are not limited to:

- a. Chair the Finance Committee.
- b. Have charge and custody of, and be responsible for, all funds and securities of the corporation.
- c. Deposit all such funds in the name of the corporation in such banks, trust companies or other depositories as shall be selected by the Board of Directors.
- d. Receive and give receipt for, monies due and payable to the corporation from any source whatsoever.
- e. Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.
- f. Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.
- a. Publishing the newsletter, setting editorial policy and selecting and supervising contributing editors.
- b. Maintaining the website, selecting editorial content, and appointing and supervising webmasters.
- c. Running the UMCA programs including sanctioning RAAM and RAAM qualifiers, the UMCA Year-Rounder Challenge, the Ultracycling Cup, and sanctioning record attempts. Appointing and supervising chairs to manage each program.
- d. Helping to promote the Race Across America and the RAAM qualifiers.

- e. Managing the finances of the UMCA including collecting the dues and paying the expenses. Preparing an annual budget and an annual financial report for submission to the Board of Directors.
- f. Preparing an annual report to the UMCA members on the programs and finances of the UMCA.

Section 11. Compensation

The Managing Director shall be the only Officer eligible to receive compensation. The Managing Director's compensation shall be fixed from time to time by resolution of the Board of Directors. In all cases, any salaries received by Officers of this corporation shall be reasonable and given in return for services rendered to or for the corporation.

Article 5: Committees

Section 1. Executive Committee

The Board of Directors may, by a majority vote of its members, designate an Executive Committee consisting of President, Vice President, Secretary, Treasurer and Managing Director and may delegate to such committee the powers and authority of the Board in the management of the business and affairs of the corporation, to the extent permitted, and except as may otherwise be provided, by provisions of law.

By a majority vote of its members, the Board may at any time revoke or modify any or all of the Executive Committee authority so delegated, increase or decrease but not below two the number of the members of the Executive Committee and fill vacancies on the Executive Committee from the members of the Board. The Executive Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records and report the same to the Board from time to time as the Board may require.

Section 2. Appointment of Committees

The President, with the approval of the Board, shall appoint the following standing committees and such other committees as are deemed necessary to carry out the purposes of UMCA.

The Committee Chairs and members may be appointed from either the Board or the general membership. They serve at the pleasure of the

President. They may also be dismissed by a two-thirds vote of the Board.

Section 3. Program Committee

At least six UMCA members shall be appointed to the Program committee. The Program committee shall receive annual reports on the UMCA programs including, but not limited to, the Race Across AMerica, RAAM qualifiers and qualifying for RAAM, the UMCA Year-Rounder Challenge, the Ultracycling Cup, and the cross-state and other records. The Program committee shall review any policy changes in UMCA programs and recommend such changes to the full Board of Directors. The Program committee shall also review any proposals to start new UMCA programs and/or terminate existing programs and recommend such changes to the full Board of Directors.

Section 4. Finance Committee

At least six UMCA members shall be appointed to the Finance committee. The Finance committee shall receive the annual UMCA financial report from the Managing Director. The Finance committee shall review the annual budget proposed by the Managing Director and recommend approval to the full Board of Directors. The Finance committee shall also review any proposed budget revisions and recommend approval to the full Board. The Finance committee may, if deemed necessary, select and oversee an independent auditor to audit the finances of the UMCA.

Section 5. Other Committees

The corporation shall have such other committees as may from time to time be designated by resolution of the Board of Directors. These committees may consist of persons who are not also members of the Board and shall act in an advisory capacity to the Board.

Section 6. Meetings and Action of Committees

Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular and special

meetings of committees may be fixed by resolution of the Board of Directors or by the committee. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

Article 6: Execution of Instruments, Deposits and Funds

Section 1. Fiscal Policies

The Finance committee shall approve all fiscal policies of UMCA. All expenditures of UMCA funds must be made pursuant to the approved budget. All non-budgeted expenses must be approved specifically by the Board. Non-budgeted expenditures up to \$500 may be approved by either the President or the Treasurer in an emergency. Non-budgeted expenditures over \$500 may be approved by the Executive Committee in an emergency. All non-budgeted expenditure must be presented to the Board at or before its next scheduled meeting. The UMCA fiscal year begins January 1 and ends December 31.

Section 2. Execution of Instruments

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 3. Checks and Notes

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money and other evidence of indebtedness of the corporation shall be signed by the Treasurer and countersigned by the President of the corporation.

Section 4. Deposits

All funds of the corporation 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 5. Gifts

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or device devise for the nonprofit purposes of this corporation.

Article 7: Corporate Records, Reports and Seal

Section 1. Maintenance of Corporate Records

The corporation shall keep at its principal office:

- a. Minutes of all meetings of Directors, committees of the Board and of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given and the names of those present and the proceedings thereof;
- b. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;
- c. A record of its members indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership;
- d. A copy of the corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members, if any, of the corporation at all reasonable times during office hours.

Section 2. Corporate Seal

The Board of Directors may adopt, use and at will alter, a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

Section 3. Directors' Inspection Rights

Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation

and shall have such other rights to inspect the books, records and properties of this corporation as may be required under the Articles of Incorporation, other provisions of these Bylaws and provisions of law.

Section 4. Members' Inspection Rights

Each and every member shall have the following inspection rights, for a purpose reasonably related to such person's interest as a member:

- a. To inspect and copy the record of all members' names, addresses and voting rights, at reasonable times, upon written request on the Managing Director of the corporation, which request shall state the purpose for which the inspection rights are requested. The Managing Director and/or the Executive Committee shall review each request to ensure that the stated purpose is consistent with the UMCA's purpose and the continuing privacy of membership. If the request is approved then the requesting member may inspect the list of only those members who have given permission to publish their contact information. The requesting member shall only review the members' names and postal addresses; not telephone numbers or e-mail addresses. The Executive Committee reserves the right to refuse access to membership records and in such case will provide the requestor with a sound reason for refusing access.
- b. To obtain from the Managing Director of the corporation, upon written request to and payment of a reasonable charge to, the Managing Director of the corporation, a list of the names, addresses and voting rights of those members entitled to vote for the election of Directors as of the most recent record date for which the list has been compiled or as of the date specified by the member subsequent to the date of request. The request shall state the purpose for which the list is requested. The Managing Director and/or the Executive Committee shall review each request to ensure that the stated purpose is consistent with the UMCA's purpose and to ensure the continuing privacy of membership. The Executive Committee reserves the right to refuse access to membership records, and

in such case will provide the requestor with a sound reason for refusing access. No member shall have access to the membership records during the election period.

If the request is approved then the requesting member will receive a printed copy of the list. The list will include only those members who have given permission to publish their contact information. The list will include members' names and postal addresses; not telephone numbers or e-mail addresses. The Managing Director will provide the list within two weeks after the request is approved or after the date specified therein as of which the list is to be compiled.

- c. To inspect at any reasonable time the books, records or minutes of proceedings of the members or of the Board or committees of the Board, upon written demand on the Managing Director of the corporation by the member, for a purpose reasonably related to such person's interests as a member.

Members shall have such other rights to inspect the books, records and properties of this corporation as may be required under the Articles of Incorporation, other provisions of these Bylaws and provisions of law.

Section 5. Right To Copy And Make Extracts

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection shall include the right to copy and make extracts.

Section 6. Periodic Report

The Board shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state or to the members, if any, of this corporation, to be so prepared and delivered within the time limits set by law.

Article 8: IRC 501(c)(3) Tax Exemption Provisions

Section 1. Limitations on Activities

No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of

the Internal Revenue Code), and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these Bylaws, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Section 2. Prohibition Against Private Inurement

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, Directors or trustees, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

Section 3. Distribution of Assets

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be to an organization which, in compliance with Section 501(c)(3) of the Internal Revenue Code, supports cycling or environmental consciousness. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

Section 4. Private Foundation Requirements and Restrictions

In any taxable year in which this corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the

corporation to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

Article 9: Amendment of Bylaws

Section 1. Amendment

These Bylaws shall be amended only by vote of a majority present at a regularly scheduled meeting of the Board, or by written ballot, provided that a quorum shall have been declared. The Directors shall be notified of any proposed amendment not less than one month preceding the meeting at which the amendments are to be adopted. Any changes in these Bylaws shall be published in the next issue of the newsletter. Amendments to these Bylaws, which are adopted by the Board, shall become effective immediately upon adoption.

Article 10: Construction and Terms

In the event of conflict between any provision of the UMCA Constitution and these Bylaws, the provisions of the Constitution shall take precedence.

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this corporation, the provisions of the Articles of Incorporation shall govern.

Should an of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation, Articles of Organization, Certificate of Incorporation, Organizational Charter, Corporate Charter or other founding document of this corporation filed with an office of this state and used to establish the legal existence of this corporation.

All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

Article 11: Members

Section 1. Determination and Rights of Members

There shall be the following kinds of memberships:

Full memberships: Full individual members are life members, annual members and each individual listed as part of a family group membership. Each individual full member shall have one vote in UMCA elections. Each life, annual and family group membership shall receive one subscription to each newsletter. Each individual full member shall be eligible to participate in ultracycling events sanctioned by the UMCA, to challenge records, and to participate in competitions organized by the UMCA.

Life memberships: Life memberships granted in the past shall have one vote in UMCA elections, and shall receive one subscription to each newsletter and/or journal published by UMCA. Each life member shall be eligible to participate in ultracycling events sanctioned by the UMCA, to challenge records, and to participate in competitions organized by the UMCA. No new life memberships will be granted by the UMCA.

Other memberships: The Board may confer other memberships upon individuals or organizations. These memberships may not require annual dues to be paid and do not entitle the recipient to vote in UMCA elections nor serve on the Board. The membership may entitle the holder to participate in ultracycling events sanctioned by the UMCA and to challenge records. They may entitle the holder to receive a copy of the newsletter and other UMCA publications. They may attend UMCA meetings. The Board may create categories of other memberships as it sees fit.

No member shall hold more than one membership in the corporation. Except as expressly provided in or authorized by the Articles of Incorporation, the Bylaws of this corporation or provisions of law, all memberships shall have the same rights, privileges, restrictions and conditions.

Section 2. Qualifications of Members

If a person is a minor, then the minor must have parental consent to join UMCA.

Section 3. Admission of Members

Applicants shall be admitted to membership on making application therefore in writing, signing the standard Membership Agreement and upon payment of the first annual dues, as specified in the following sections of this bylaw.

Section 4. Fees and Dues

Annual membership dues shall be assessed to members in an amount determined each year by the Board of Directors.

Section 5. Number Of Members

There is no limit on the number of members the corporation may admit.

Section 6. Membership Book

The corporation shall keep a membership book containing the name and address of each member. Termination of the membership of any member shall be recorded in the book, together with the date of termination of such membership. Such book shall be kept at the corporation's principal office.

Section 7. Nonliability of Members

A member of this corporation is not, as such, personally liable for the debts, liabilities or obligations of the corporation.

Section 8. Nontransferability of Memberships

No member may transfer a membership or any right arising therefrom. All rights of membership cease upon the member's death.

Section 9. Termination of Membership

The membership of a member shall terminate upon the occurrence of any of the following events:

- a. Upon his or her notice of such termination delivered to the President or Secretary or Managing Director of the corporation personally or by mail, such membership to terminate upon the date of delivery of the notice or date of deposit in the mail.
- b. Upon a failure to renew his or her membership by paying dues on or before their due date, such termination to be effective thirty days after a written notification of delinquency is given personally or mailed to such member by the Managing Director. A member may

avoid such termination by paying the delinquent dues within thirty days following the member's receipt of the written notification of delinquency.

- c. After providing the member with reasonable written notice and an opportunity to be heard either orally or in writing, upon a determination by the Board of Directors that the member has engaged in conduct materially and seriously prejudicial to the interests or purposes of the corporation. Any person expelled from the corporation shall receive a refund of dues already paid for the current dues period.
- d. After January 1, 2005, upon failure to sign and return the standard Membership Agreement within a reasonable period of time.

All rights of a member in the corporation shall cease on termination of membership as herein provided.

Article 12: Meetings of Members

Section 1. Meetings of Members

Meetings of the members shall be called by the Board of Directors, the President of the corporation, or, if different, by the persons specifically authorized under the laws of this state to call meetings of the members. Meetings of members shall be held at the principal office of the corporation or at such other place or places as may be designated from time to time by the President.

Section 2. Notice of Meetings

Unless otherwise provided by the Articles of Incorporation, these Bylaws or provisions of law, notice stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten nor more than fifty days before the date of the meeting, either personally or by mail, by or at the direction of the President, or the Secretary, or the Managing Director, or the persons calling the meeting, to each member entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States

mail addressed to the member at his or her address as it appears on the records of the corporation, with postage prepaid. Personal notification includes notification by telephone or by facsimile machine, provided however, in the case of facsimile notification, the member to be contacted shall acknowledge personal receipt of the facsimile notice by a return message or telephone call within twenty-four hours of the first facsimile transmission.

Whenever any notice of a meeting is required to be given to any member of this corporation under provisions of the Articles of Incorporation, these Bylaws or the law of this state, a waiver of notice in writing signed by the member, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

Section 3. Quorum for Meetings

A quorum shall consist of 20% of the voting members of the corporation.

Except as otherwise provided under the Articles of Incorporation, these Bylaws or provisions of law, no business shall be considered by the members at any meeting at which the required quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.

Section 4. Majority Action As Membership Action

Every act or decision done or made by a majority of voting members present in person or by proxy at a duly held meeting at which a quorum is present is the act of the members, unless the Articles of Incorporation, these Bylaws or provisions of law require a greater number.

Section 5. Voting Rights

Each member is entitled to one vote on each matter submitted to a vote by the members. Voting at duly held meetings shall be by voice vote. Election of Directors, however, shall be by written ballot.

Section 6. Action by Written Ballot

Except as otherwise provided under the Articles of Incorporation, these Bylaws or provisions of law, any action which may be taken at any meeting of members may be taken without a meeting if the corporation distributes a written ballot to each

member entitled to vote on the matter. The ballot shall:

- a. set forth the proposed action;
- b. provide an opportunity to specify approval or disapproval of each proposal;
- c. indicate the number of responses needed to meet the quorum requirement and, except for ballots soliciting votes for the election of Directors, state the percentage of approvals necessary to pass the measure submitted; and
- d. specify the date by which the ballot must be received by the corporation in order to be counted. The date set shall afford members a reasonable time within which to return the ballots to the corporation.

Ballots shall be mailed or delivered in the manner required for giving notice of membership meetings as specified in these Bylaws.

Approval of action by written ballot shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the action at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

Directors may be elected by written ballot. Such ballots for the election of Directors shall list the persons nominated at the time the ballots are mailed or delivered.

Section 7. Conduct of Meetings

Meetings of members shall be presided over by the President of the corporation or, in his or her absence, by the Vice President of the corporation or, in the absence of all of these persons, by a Chairperson chosen by a majority of the voting members present at the meeting. The Secretary of the corporation shall act as Secretary of all meetings of members, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the meeting.

Adoption Of Bylaws

We, the undersigned, are all of the initial Directors or incorporators of this corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of 15 preceding pages, as the Bylaws of this corporation.

Dated: November 2, 2002

Chuck Bramwell, Tom Buckley, John Lee Ellis, Ed Fleming, John Hughes, Richard Lawrence, Lee Mitchell, Stuart Nibbelin, Jim Pitre, Bill Pustow, Muffy Ritz, Jeff Stephens, Lulu Weschler

Amended December 20, 2004 by the following Directors

Steve Born, Chuck Bramwell, Tom Buckley, John Lee Ellis, Ed Fleming, John Hughes, Lee Mitchell, Bill Pustow, Muffy Ritz, Cindi Staiger, Jeff Stephens, George Thomas and Lulu Weschler.

Amended on October 8, 2007 by the following Directors

Fred Boethling, Ken Bonner, Nancy Guth, Chris Hopkinson, John Hughes, Joe Jamison, Russ Loomis, Muffy Ritz, Mike Roark, Jerry Segal, Cindi Staiger and Merry Vander Linden.