

# **Bylaws of UltraMarathon Cycling Association, Inc.**

## **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.

### **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.

### **Section 4. Designations**

The name of this organization is UltraMarathon Cycling Association. It may also be referred to as UltraMarathon Cycling Association, Inc; UMCA, Inc; or as UMCA.

## **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 cross-state, cross-country, timed and distance, and other point-to-point bicycling records;
- c. Sanctioning and promoting other ultramarathon 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 nine Directors and collectively they shall be known as the Board of Directors.

### **Section 2. Qualifications**

Directors shall be at least 21 years of age and shall have been members of UMCA for three years prior to election to the Board of 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. The Board of Directors shall have the authority to establish policy for the operation of UMCA.

### **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. Participate in meetings as required by these Bylaws;
- e. Register their contact information with the Secretary of the corporation, and notices of meetings sent by mail or electronic notification to them at such addresses shall be valid notices thereof.

### **Section 5. Term of Office**

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**

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.

The Board shall have the authority to offer a Director position for a term of less than three years if necessary to prevent an undue number of terms from expiring in the same year. 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 included with the ballot. The Board has the authority to reject a nomination for cause. The ballots shall be distributed and returned per the schedule and process 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.

## **Section 7. Compensation**

Elected 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 Executive Director of the corporation to each Director of each meeting of the Board. Such notice may be oral, written, or electronic, and shall state the date and time of the meeting and the matters proposed to be acted upon at the meeting.
- 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 be two-thirds of the Directors in office at the time of the meeting. Once a quorum has been established for a meeting, the departure of Director or Directors from that meeting shall not cause loss of quorum for that meeting. 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 Or Electronic 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 or electronic 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 or electronic 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. The Board shall have the authority to enter into executive session without the presence of the Executive Director if necessary to discuss matters pertaining to the performance or employment of the Executive Director. Robert's Rules of Order (latest revision) shall govern the conduct of meetings whenever they are applicable and not inconsistent with these Bylaws or provisions of law.

## **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 without good cause, 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 six, 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 nine 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, subject to review upon request of two Directors. The President shall be an ex-officio member of all Board committees.

The President shall supervise the Executive 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 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 available a copy of these Bylaws as amended or otherwise altered to date.
- b. Keep available a record of minutes of all meetings of the Directors recording therein the names of those present or represented at the meeting and the proceedings thereof. Keep available reports of meetings of committees of Directors and of members providing that such are filed with the Secretary.
- 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 of the corporation.
- e. Keep available a record of the members including 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 records together with the date on which such membership ceased.
- f. Make available at all reasonable times to any Director of the corporation, or to his or her agent or attorney, on request therefore, the Bylaws, the current membership records 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.

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

## **Section 9. Duties of Treasurer**

The Treasurer shall:

- 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.
- 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 Executive Director administrative responsibility for any of the above duties. Any such delegation of duties shall be approved by the Finance Committee and the Executive Committee.

## **Section 10. Executive Director**

The Board of Directors will appoint the Executive Director to operate the UMCA and the Board will approve the written contract with the Executive Director. The Executive Director will report to the President of the Board. The Executive Director shall serve as a non-voting member of the Board and of each Board committee. The Board of Directors shall have the authority to assign the duties of the Executive Director and to determine compensation for such duties. This may include delegation of duties of Officers of the Board, if approved by motion of the Board. The Board of Directors shall, from time to time, revise or confirm the duties and compensation of the Executive Director. The Executive Director's responsibilities may include but are not limited to:

- 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 the UMCA Year-Rounder Challenge, the Ultracycling Cup, and sanctioning record attempts. Appointing and supervising chairs to manage each program.
- d. 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.
- e. Preparing an annual report to the UMCA members on the programs and finances of the UMCA.

## **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 Executive 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 Secretary and report the same to the Board from time to time as the Board may require. The Executive Committee shall have the authority to enter into executive session without the presence of the Executive Director if necessary to discuss matters pertaining to the performance or employment of the Executive Director.

### **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 UMCA Year-Rounder Challenge, the Ultracycling Cup, and the Records program. 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 three UMCA members shall be appointed to the Finance committee. The Finance committee shall receive the annual UMCA financial report from the Executive Director. The Finance committee shall review the annual budget proposed by the Executive Director and give its recommendation to the full Board of Directors. The Finance committee shall also review any proposed budget revisions and give its recommendation 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**

The Board of Directors may 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. Committees may meet without advance notice provided that the members of the committee agree to do so. A committee that changes, or proposes to change, established policy of UMCA shall file a report, written or electronic, with the Secretary.

## **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 expenditures 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 for the nonprofit purposes of this corporation.

## **Article 7: Corporate Records and Reports**

### **Section 1. Maintenance of Corporate Records**

The corporation shall maintain the following records:

- a. Minutes of all meetings of Directors, committees of the Board (provided that the committee submitted a report), 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 of the corporation at all reasonable times during office hours.

### **Section 2. 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 3. 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 Executive Director of the corporation, which request shall state the purpose for which the inspection rights are requested. The Executive 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 have access to contact information for each member that has been approved for release by that member. 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 Executive Director of the corporation, upon written request to and payment of a reasonable charge to, the Executive 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 Executive 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. If the request is approved then the requesting member will receive a copy of the list in a format determined by the Executive Director. The list will only have contact information for each member that has been approved for release by that member. The Executive 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 Executive 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 4. 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 5. 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 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 in the notice for 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. The Board may suspend the Bylaws only by unanimous vote at a meeting for which a quorum has been established and only for a specific time period or for the duration of the meeting, whichever is shorter.

## **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 any 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 include 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, including one-event memberships. 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, including, but not limited to, memberships for officials. No member shall hold more than one membership in the corporation.

## **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 completing the membership application, 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 from time to time 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. Nonliability of Members**

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

## **Section 7. 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 8. 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 Executive Director of the corporation personally, by mail, or by electronic notice, such membership to terminate upon the date of delivery of the notice or date of deposit in the mail.
- b. Upon a failure to pay his or her membership by paying dues on or before their due date, such termination to be effective thirty days after a thirty day grace period following the due date for that member.
- c. After providing the member with reasonable 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. 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**

In case it becomes necessary to do so, 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 the members may also be called by petition of at least ten percent 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, by electronic notice, or by mail, by or at the direction of the President, or the Secretary, or the Executive 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 electronic means. 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, if done at a meeting of the members, however, shall be by secret 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 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 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. 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.

Amended March, 2011 by the following Directors:

Russ Loomis, Paul Carpenter, Nancy Guth, Marko Baloh, Chris Hopkinson, Nick Gerlich, Drew Clark, John Jurczynski

Amended November, 2016 by the Board of Directors