BY-LAWS OF
BIKECENTENNIAL 76

ARTICLE I. NAME

The corporation shall be known as Bikecentennial ’76 dba Adventure Cycling Association.

ARTICLE II. OFFICES

The principal office of the corporation shall be located in Missoula, Montana. The corporation shall maintain a registered office and a registered agent whose office is identical with the registered office as required by the Montana Nonprofit Corporation Act. The registered office and agent may be changed by the Board of Directors.

ARTICLE III. OBJECTIVES

Section 1. Charitable Purposes. The corporation is organized for the exclusive charitable and educational purposes of researching and developing public bicycle trails, promoting a knowledge and understanding of American history and the United States generally, and educating the public as to bicycle usage and safety, so as to qualify as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding section of successor laws).

Section 2. Not for Profit Status. The organization is not organized for profit or to engage in activities ordinarily carried on for profit.

Section 3. Prohibition on Activity. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the corporation shall not participate in, or intervene in any political campaign on behalf of any candidate for public office.

Section 4. Use of Assets. No part of the assets or earnings of the corporation shall inure to the benefit of, or be distributed to its members, directors, 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 set forth in the Articles.

Section 5. Activities and Powers. Notwithstanding any other provisions of the Articles, the corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of its purposes.
Section 6. Dissolution Provisions. Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the same time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding section of successor laws).

ARTICLE IV. MEMBERSHIP

Section 1. Members. Any person, organization, or firm may become a member upon payment of the required dues.

Section 2. Voting. Each membership shall entitle the holder to one vote at meetings of members. The vote of an organization or firm shall be exercised by its president or such other person designated by appropriate directors of the organization. Proxy voting shall not be permitted, but absentee voting shall be allowed upon ballots submitted to all members of the corporation at the time of mailing the meeting notices.

ARTICLE V. CONTRIBUTIONS AND DUES

Section 1. Annual Dues. The Board of Directors at a duly constituted meeting may determine or revise the amount of dues for annual periods or such other terms as it deems appropriate. The amounts may vary among individuals, families, organizations, and firms.

Section 2. Payment. Dues shall be payable in advance for each period. Only those members whose dues are current shall be considered in good standing. Records of the corporation concerning members in good standing shall be closed 30 days before the date of a meeting of the members.

Section 3. Other Contribution. The corporation may receive and accept property by way of gift, grant, bequest, or devise, from any person, firm, trust, governmental unit or agency, or corporation to be held, administered, and disposed of in accordance with the purposes of the corporation. However, no gift, bequest, or devise of any such property shall be received and accepted if it be conditioned or limited in such manner as shall require the disposition of the income or its principal to any person or organization other than a charitable organization or for other than charitable purposes which may, in the opinion of the Directors, jeopardize the charitable status of the corporation.
ARTICLE VI. MEETINGS OF MEMBERS

Section 1. Annual Meeting. An annual meeting of the members shall be held in January of each year, or at such convenient time as may be fixed by the Board of Directors. The purpose of the meeting shall be for the election of Directors and for the transaction of other business as may come before the meeting.

Section 2. Special Meetings. Special meetings may be called by the President of the Board of Directors, or by not less than 1/20 of the members having voting rights.

Section 3. Place of Meeting. Meetings of members shall be held at the place designated by the Board of Directors, or if no place is designated, at the place designated by the President.

Section 4. Notice of Meeting. Written notice stating the place and time of a meeting shall be mailed to each voting member not less than ten days before the date of the meeting. Notice given by publication in the official publication of the corporation is adequate notice.

Section 5. Quorum. Ten voting members in good standing shall constitute a quorum at a meeting. If the quorum is not present, a majority of the members present may (but need not) adjourn the meeting without further notice.

Section 6. Voting. The act of a majority of the voting members present in person or by absentee ballot at a meeting at which a quorum is present shall be the act of the members, unless the act of a greater number is required by law or by these By-laws. No vote of the membership shall be valid unless there shall have been sent with the notice of the meeting at which the vote is to be taken, a ballot whereby an absent member may vote. The Board of Directors shall formulate or promulgate to the membership the position of the Board on any matter presented for a membership vote. A membership vote shall not derogate from the duty and authority of the Board of Directors to manage the affairs of the corporation, and the vote of the membership shall be binding and determinative only as provided by law.

ARTICLE VII. BOARD OF DIRECTORS

Section 1. General Powers. The affairs of the corporation shall be managed by the Board of Directors.
Section 2. **Number and Tenure.** There shall be at least five and not more than twelve elected Directors. Each Director shall be elected by the members for a three-year term and shall hold office until a successor is elected and qualified. If more than two Directors are to be elected to fill vacancies, those receiving the greater number of votes shall be elected to the longer terms. If two Directors are from the same city as the principal office of the corporation, their terms shall be set or may be altered by the Board so that the terms do not expire in the same year.

Section 3. **Nomination and Election.** The nomination and election of Directors shall be governed by the following standards:

a. **Qualifications.** No person shall be elected a Director unless at the time of the election he or she is a member in good standing.

b. **Nomination.** Nomination for election to the Board of Directors shall be made by a nominating committee appointed by the President with the approval of the Board of Directors. The committee shall nominate at least one person per Director to be elected at the next election. Additional nominations may be made by submission of a petition in favor of a proposed candidate, which has been signed by not less than 50 members in good standing. A short, accurate biographical summary shall be signed by the candidate attesting to its accuracy. Such nominations, petitions and biographical summaries must be submitted to the secretary of the corporation, not later than 45 days prior to the date of the annual meeting.

Section 4. **Ex Officio Members.** The Board of Directors may appoint such ex officio members of the Board as it deems appropriate. Each ex officio Director shall hold office for a one-year term or until the next annual election of the elected Directors. Ex officio Directors shall not have voting privileges, and shall have such responsibilities and privileges as the Board may determine.

Section 5. **Meetings.** The Board shall have its annual meeting immediately following the annual meeting of members. Special meetings may be called by the President or at the request of two Directors.

Section 6. **Notice.** Notice of any special meeting of the Board of Directors shall be given at least two days prior to the meeting date. Any form of actual notice suffices; if actual notice is impractical, notice shall be deemed given when written notice is delivered to the Director’s home or place of business. The attendance of a Director at any meeting shall constitute a waiver of notice of the meeting, except where the Director attends for the express purpose of objection to the transaction of business because the meeting is not lawfully called or convened.
Section 7. **Quorum.** A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present, a majority of those present may adjourn the meeting without further notice. Any or all Directors may participate in a regular or special meeting of the Board of Directors by, or may conduct the meeting through the use of, any means of communication by which all Directors participating can hear each other during the meeting, and participation by such means shall constitute presence in person at the meeting.

Section 8. **Procedure.** A majority vote of those present at a duly constituted meeting shall determine any issue unless otherwise required by law or the Articles or By-laws of the corporation. Meeting procedures shall follow the current edition of Robert’s Rules of Order. Any action required or which may be taken at a meeting of the Directors, may be taken without a meeting if a consent in writing, setting forth the action so to be taken, shall be signed before or after such action by all of the Directors. Such consent shall have the same effect as an unanimous vote and shall be effective when the last Director signs, unless a later date is specified.

Section 9. **Vacancies.** A vacancy occurring in the Board of Directors may be filled by the affirmative vote of the majority of the remaining Directors, though less than a quorum. A Director elected to fill a vacancy shall hold office until the next annual election of Directors and until a successor is elected and qualified.

Section 10. **Removal.** Attendance at duly constituted Board of Directors meetings is expected. Absence, unexcused by the President, will place the name of the Board member before the Board of Directors for a removal vote. Removal will be by the majority vote of those Board members present.

ARTICLE VIII. OFFICERS AND EXECUTIVE DIRECTOR

Section 1. **Officers.** The officers of the corporation shall be a President, Vice-President, and a Secretary/Treasurer. The following offices may be combined so that one person may hold more than one office: President with Vice President; Secretary with Treasurer. The Board of Directors may appoint or hire such other officers, as it deems necessary or desirable.

Section 2. **Elections and Terms of Office.** The officers of the corporation shall be elected annually by the Board of Directors at the first meeting of the Board of Directors held after each annual meeting of members. Each officer shall hold office until a successor is elected and qualified.

Section 3. **Removal.** The Board of Directors may remove an officer whenever in its judgement the best interests of the corporation would be served.
Section 4. Vacancies. The Board of Directors may fill a vacancy occurring in any office for the unexpired portion of the term.

Section 5. President. The President shall be the principal executive officer of the corporation and shall in general supervise and control the business and affairs of the corporation. The president shall preside at all meetings of the members and of the Board of Directors. The President may sign, with the Secretary or any other proper officer of the corporation authorized by the Board of Directors, deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed. The President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors.

Section 6. Vice-President. In the absence of the President or in the event of the President’s inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting, shall have the powers of and be subject to the restrictions upon the President. The Vice-President shall perform such other duties as may be assigned by the President or by the Board of Directors.

Section 7. Secretary/Treasurer. The Secretary / Treasurer’s duties shall include keeping a record of all Board meetings and reviewing the corporation’s financial transactions. The Secretary / Treasurer may delegate all or part of these duties.

Section 8. Committees. The President with the approval of the Board of Directors shall appoint Committees appropriate or necessary to carry out the objectives of the corporation.

Section 9. Executive Director. The Board of Directors shall select, employ, and dismiss an Executive Director who shall be responsible for the day to day management of the corporation’s operations and activities. The Executive Director shall be subject to supervision by the Board of Directors and shall be evaluated through a process approved by the Board.

ARTICLE IX. CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Section 1. Contracts. The Board of Directors may authorize an officer or officers to enter into a contract or execute and deliver an instrument in the name of and on behalf of the corporation, such authority may be general or confined to specific instances.

Section 2. Checks and Drafts. All checks or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation, shall be signed by the officers or other persons as determined by resolution of the Board of Directors. Any two officers shall sign such instruments or other persons designated by the Board.
Section 3. Deposits. All funds of the corporation shall be deposited to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

ARTICLE X. INDEMNIFICATION

Each person who is or was a director of the corporation (including heirs, personal representatives, administrators or the estate of the person) shall be indemnified by the corporation to the full extent permitted by the law of the State of Montana against liability, cost or expense incurred in the capacity as a director or officer, or arising out of the status of director or officer.

ARTICLE XI. FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of October and end on the last day of September in each year.

ARTICLE XII. AMENDMENTS

These By-laws may be altered, amended, or repealed and new By-laws may be adopted by a two-thirds majority of those present at a duly constituted meeting of the Board of Directors, providing that the Board has been notified of the proposed amendment at least ten days prior to the meeting. Any alteration, amendment, or repealing shall become effective immediately unless otherwise provided at the time of its adoption. The members may reject a By-law change by a majority vote and thereafter such By-law change shall be null, void and of no further effect.

Dated: ______________________, 2008

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Secretary/Treasurer