

BYLAWS OF THE COALITION OF ARIZONA BYCYCLISTS

ARTICLE 1

LOCATION AND CORPORATE SEAL

SECTION 1. PRINCIPAL OFFICE OF THE CORPORATION.

The known place of business of the corporation shall be its principal office.

SECTION 2. OTHER OFFICES.

The corporation may also maintain offices at such other place or places, either within or without the state of Arizona, as may be designated from time to time by the Board of Directors. The business of the Corporation may be transacted at such other offices with the same effect as that conducted at the principal office.

SECTION 3. SEAL.

A corporate seal shall not be requisite to the validity of any instrument executed by or on behalf of the Corporation. Nevertheless, if in any instance a corporate seal be used, it shall be a circle having on the circumference the name "COALITION OF ARIZONA BICYCLISTS" and in the center thereof the terms "Corporate Seal Arizona".

ARTICLE II

MEMBERS

SECTION 1.

Each person who qualifies for and obtains membership in the Corporation shall be Members of the Corporation during the period of time in which their membership is effective.

SECTION 2.

The members of the corporation shall be divided into four classes of membership as follows: individual membership; household membership; associate membership; contributing sponsor. Qualification for membership in such classes shall be as follows:

- A. *Individual*: any natural person
- B. *Household*: any family consisting of two or more natural persons immediately related by blood or marriage. For purposes of voting, each household membership shall carry with them two votes regardless of the

number of individuals who may be family members that have gained membership through the household membership.

- C. *Associate*: any bicycling club or association or bicycling-related organization.
- D. *Life*: any natural person approved for membership upon paying the dues established for Life Membership. Life members do not pay annual dues.
- E. *Contributing Sponsor*: any bicycle shop, store or any corporation, partnership, limited liability company, or individual not otherwise included within any of the foregoing membership categories.

SECTION 3.

Any person interested in becoming a Member of the Corporation shall submit a written and signed application with the appropriate fee as approved by the Board of Directors, on a form approved by the Board of Directors, to the Secretary of the Corporation. Each application shall be considered by the Board of Directors or, if one has been appointed, by a membership committee consisting of not less than three persons and approved or disapproved by a majority vote of the committee. Applicants whose applications are so approved shall become members of the Corporation upon payment of the required initiation fees and dues. Any applicant who has been disapproved shall have the privilege of review by the entire Board of Directors or the membership at large according to such procedures as may be fixed by the Board of Directors. Any fee received by the Corporation for a membership not approved shall be returned to the submitter.

SECTION 4.

Each Individual, Life or Household Member in good standing shall be entitled to one vote of each matter submitted to a vote of the Members.

SECTION 5.

The Board of Directors, by affirmative vote of two-thirds of all of the members of the Board of Directors present, may suspend or expel a member for cause after any appropriate hearing, and, by a majority vote of those present at any regularly constituted meeting, may terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default in the payment of dues for the period fixed hereinafter.

SECTION 6.

Any member may resign by writing submitting a written resignation with to the Secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments, fees, or other charges theretofore accrued and unpaid.

SECTION 7.

On written request signed by a former member and filed with the Secretary, the Board of Directors, by the affirmative vote of two-thirds of the members of the Board of Directors, may reinstate such former member to membership on such terms as the Board of Directors may deem appropriate.

SECTION 8.

Membership in this Corporation is not transferable or assignable.

SECTION 9. FEES

The fees for each class of membership shall be established by the Board of Directors for each fiscal year as a part of the budget.

ARTICLE III

DIRECTORS

SECTION 1. NUMBER.

The number of directors which shall constitute the whole Board shall be at least nine (9) and no more than fifteen (15). The directors shall be elected at the Annual Meeting of the members, except as provided in Section 2 of this Article, and each director elected shall hold office until his or her successor is elected and qualified. Directors need not be members.

SECTION 2. TERM OF OFFICE

Directors shall be elected for a two year term of office.

SECTION 3. VACANCIES

Vacancies and newly created directorships resulting from any increase in the authorized number of directors may be filled by the affirmative vote of a majority of the remaining directors then in office, though not less than a quorum, or by a sole remaining director, and the directors so chosen shall hold office until the next annual election and until their successors are duly elected and qualified, unless sooner displaced. If there are no directors in office, then an election of directors may be held in the manner provided herein.

SECTION 4. POWERS

The business and affairs of the Corporation shall be managed by its Board of Directors, which may exercise all such powers of the Corporation and do all such

lawful acts as are not by statute, the Articles of Incorporation, or these Bylaws, directed or required to be exercised or done by the Members.

SECTION 5. PLACE OF MEETINGS

The Board of Directors of the Corporation may hold meetings, both regular and special, either within or without the State of Arizona.

SECTION 6. ANNUAL MEETINGS

The first meeting of each newly elected Board of Directors shall be held immediately following the Annual Meeting of Members, in the same place as the Annual Meeting of Members, and no notice to the newly elected directors at such meeting shall be necessary in order to legally hold the meeting, provided a quorum is present. In the event such meeting is not held, the meeting may be held at such time and place as shall be specified in a notice given as hereinafter provided for special meetings of the Board of Directors, or as shall be specified in a written waiver of all directors.

*see
Article VI
sect 1*

SECTION 7. REGULAR MEETINGS

Regular meetings of the Board of Directors may be held without notice at such time and place as shall from time to time be determined by the Board of Directors.

SECTION 8. SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by the President or the Secretary on one (1) day's notice to each director, either personally, by mail, by telegram, or by telephone, by fax, or by e-mail. Special meetings shall be called by the President or Secretary in like manner and on like notice on the written request of two (2) directors, where more than one (1) director serves on the Board.

SECTION 9. QUORUM

A majority of the membership of the Board of Directors shall constitute a quorum and the concurrence of a majority of those present shall be sufficient to conduct the business of the Board, except as may be otherwise specifically provided by statute or by the Articles of Incorporation. If a quorum shall not be present at any meeting of the Board of Directors, the directors then present may adjourn the meeting to another time or place, without notice other than announcement at the meeting, until a quorum shall be present.

SECTION 10. ACTION WITHOUT MEETING

Unless otherwise restricted by the Articles of Incorporation or by these Bylaws, any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting, if all members of the Board or committee, as the case may be, consent thereto in

writing (including fax and e-mail), and the writing or writings are filed with the minutes of proceedings of the Board of Directors.

SECTION 11. MEETINGS BY TELEPHONIC COMMUNICATION

Unless otherwise restricted by the Articles of Incorporation, members of the Board of Directors or of any committee of the Board of Directors may participate in and act at any meeting such Board of Directors or committee through the use of conference telephone or similar communications equipment by means of which all persons participating in the meeting hear each other, and participation in such a meeting shall constitute presence in person at such meeting.

SECTION 12. REMOVAL OF DIRECTORS

Any director may be removed for cause or without cause by a majority vote of all remaining Directors then holding office, whenever in their judgment the best interests of the Corporation will be served by such action.

SECTION 13. RESIGNATIONS

Any director may resign at any time by giving a written notice to the President or Secretary of the Corporation. Such resignation shall take effect at the time specified therein or earlier should a majority of the Board of Directors then so elect. The Board of Directors shall be notified as soon as possible of the receipt of any director's resignation.

SECTION 14. COMPENSATION

The Directors and Officers shall not be compensated for their service to the corporation. The Directors and Officers may be reimbursed for actual expenses incurred on behalf of the Corporation provided the Board of Directors has previously approved the reimbursement.

SECTION 15. WAIVER OF NOTICE

Attendance of a director at a meeting shall constitute waiver of notice of such meeting, except when the person attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Any director may waive notice of any annual, regular or special meeting of directors by executing a written notice of waiver either before or after the time of the meeting.

ARTICLE IV

OFFICERS

SECTION 1. DESIGNATION OF TITLES

The officers of the Corporation shall be chosen by the Board of Directors and shall be a President, a Vice-President, a Secretary and a Treasurer. The Board of Directors may also choose a Chairman of the Board, additional Vice-Presidents, and one or more Assistant Secretaries and Assistant Treasurers. Any number of offices, except the offices of President and Secretary, may be held by the same person, unless the Articles of Incorporation or these Bylaws otherwise provide.

SECTION 2. APPOINTMENT BY OF OFFICERS

The Board of Directors at its first meeting after each Annual Meeting of the members shall choose a President, one or more Vice-President(s), a Secretary, a Treasurer, and may choose a Chairman of the Board, each of whom shall serve at the pleasure of the Board of Directors. The Board of Directors at any time may appoint such other officers and agents as it shall deem necessary to hold office at the pleasure of the Board of Directors and to exercise such powers and perform such duties as shall be determined from time to time by the Board.

SECTION 3. VACANCIES

A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Board of Directors at any time.

SECTION 4. CHAIRMAN OF THE BOARD

The Chairman of the Board, if one shall have been appointed and be serving, shall preside at all meetings of the Board of Directors and shall perform such other duties as from time to time may be assigned to him or her.

SECTION 5. PRESIDENT

The President shall preside at all meetings of members, and if a Chairman of the Board shall not have been appointed or, having been appointed, shall not be serving or be absent, the President shall preside at all meetings of the Board of Directors. He or she shall sign all deeds and conveyances, all contracts and agreements, and all other instruments requiring execution on behalf of the corporation, and shall act as operating and directing head of the corporation, subject to policies established by the Board of Directors.

SECTION 6. VICE PRESIDENT

There shall be as many Vice-Presidents as shall be determined by the Board of Directors from time to time and they shall perform such duties as from time to time may be assigned to them. Any one of the Vice-Presidents, as authorized by the

Board of Directors, shall have all of the powers and perform all duties of the President in case of the temporary absence of the President or in case of his or her temporary inability to act. In case of the permanent absence or inability of the President to act, the office shall be declared vacant by the Board of Directors and a successor chosen by the Board.

SECTION 7. SECRETARY

The Secretary shall see that the minutes of all meetings of the Board of Directors, and of any standing committees, are kept. He or she shall be the custodian of the corporate seal and shall affix it to all proper instruments when deemed advisable by him or her. He or she shall have charge of all the books and records of the Corporation except the books of account, and in general shall perform all duties incident to the office of Secretary or a corporation and such other duties as be assigned to him or her.

SECTION 8. TREASURER

The Treasurer shall have general custody of all the funds and securities of the Corporation except such as may be required by law to be deposited with any state official. He or she shall see to the deposit of the funds of the Corporation in such bank or banks as the Board of Directors may designate. Regular books of account shall be kept under his or her direction and supervision, and he or she shall render financial statements to the President, directors and members at proper times. The Treasurer shall have charge of the preparation and filing of such reports, financial statements, and returns as may be required by law. He or she shall give to the Corporation such fidelity bond as may be required, by the Board of Directors or President, and the premium therefor shall be paid by the Corporation as an operating expense.

SECTION 9. ASSISTANT SECRETARIES

There may be such number of Assistant Secretaries as shall be determined by the Board of Directors from time to time and such persons shall perform such functions as from time to time may be assigned to them.

SECTION 10. ASSISTANT TREASURERS

There may be such number of Assistant Treasurers as shall be determined by the Board of Directors from time to time and such persons shall perform such functions as from time to time may be assigned to them. No Assistant Treasurer shall have power or authority to collect, account for, or pay over any tax imposed by any federal, state or city government.

ARTICLE V

FINANCES AND PROPERTY

SECTION 1.

Only those persons specifically designated by the Board of Directors shall endorse all checks and deposit the funds of the Corporation to its credit in such bank or banks as the Board of Directors shall designate. All of these persons so designated may be required by the Board of Directors to furnish fidelity bonds in such amounts as the Board of Directors shall deem necessary, the cost to be paid by the Corporation.

SECTION 2.

All monies, funds, pledges, properties and other assets belonging to this Corporation shall be held in the name of the Corporation and shall be subject to the control of the Board of Directors. The Board of Directors shall cause annual reports of the accounts to be made, and full and correct books and records to be maintained at all times.

SECTION 3.

All funds of the Corporation shall be disbursed by means of checks, excepting petty cash funds, the form of which shall be approved by the Board of Directors, and all checks shall be signed by the individual(s) designated for that purpose by the Board of Directors.

ARTICLE VI

MEETINGS OF MEMBERS

SECTION 1.

The Annual Meeting shall be the first Tuesday in September of each year or at such other time as determined by the Board of Directors. At such Annual Meeting elections shall be held for those director positions whose term is set to expire. At the Board's discretion, the election may be conducted by mail. The President and all officers shall submit a written report of the year's activities to the membership at the Annual Meeting. Newly elected Board members shall taken office at the first regular Board meeting to be held the following October. At this time the election of officers shall take place.

*See
Art III
sect 6*

SECTION 2.

Special meetings of the membership may be held at any time and place to be designated by the Board of Directors or may be called by a written petition by a majority of the membership of the Corporation, within ten (10) days after being presented to the President of the Corporation.

SECTION 3.

Written notice of both regular and special meetings shall be given to each member by a personal delivery or mailing notice to the last known post office address at least five (5) days in advance of the meeting

SECTION 4.

Ten percent (10%) of the Members entitled to vote, whether present in person or by proxy, shall constitute a quorum.

ARTICLE VII

REPEAL, ALTERATION OR AMENDMENT

These Bylaws may be repealed, altered or amended, or substitute Bylaws may be adopted at any time only by a majority of the Board of Directors.

ARTICLE VIII

OTHER

SECTION 1. DISSOLUTION OF CORPORATION

- A. The Corporation may only be dissolved by a $\frac{3}{4}$ vote of the Board of Directors.
- B. Dissolution of the corporation and distribution of any remaining assets, if any, shall be accomplished in accordance with then current State and Federal laws.

SECTION 2. FISCAL YEAR

The fiscal year of the Corporation shall commence on January 1 of each calendar year.

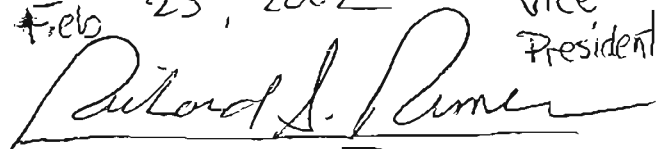
FEBRUARY 25, 2002

 PRESIDENT

DOUGLAS J. BANFIELD

Feb 25, 2002

vice President



RICHARD S. RUMER