

BYLAWS OF THE COLORADO PLATEAU MOUNTAIN BIKE TRAIL ASSOCIATION, INC.

Article I -- Office

The principal office of the corporation shall be located at 747 Centauri Dr. Grand Junction, Colorado 81506. The corporation may have such offices, either within or outside the State of Colorado, as the board of Directors may designate or as the business of the corporation may require from time to time.

The registered office of the corporation, required by the Colorado Nonprofit Corporation Act to be maintained in the State of Colorado, may be, but need not be, identical with the principal office of the corporation, and the address of the registered office may be changed from time to time by the Board of Directors.

Article II -- Members

Membership in the corporation shall consist of one class and shall be open to persons or entities who express an interest in joining the corporation as members, and express commitment to the purposes of the corporation. Any business entity consisting of more than one individual shall be considered as one member. The membership fee is a donation. Except as otherwise provided in these Bylaws, membership shall not give members any rights to run the corporation. Members are entitled to the benefits, if any, set by the Board.

Persons shall be admitted to membership in the corporation at such time as an application for membership is accepted by the Board of Directors and the membership fee, if any, as may be established by the Board is paid. Membership fees shall go into the general fund.

Article III -- Local Chapters

3.1 Formation. A local chapter may be formed in a community to help meet that community's trail needs. There must be enough current members in a community to coordinate and manage trail projects. All members of a local chapter must be members in good standing of the general corporation. Any member may petition the Board to create a local chapter. The Board may approve the creation of the local chapter by majority vote of the Board.

3.2 Purpose. The purpose of a local chapter is to facilitate development and furtherance of COPMOBA goals, purposes and objectives (as described in these bylaws and the Articles of Incorporation) within the community served by the local chapter.

3.3 Local Chapter Meetings.

3.3.1 Local chapters shall meet at least once during each calendar year to elect local committee members, pursuant to other provisions of this Article III. Dates, times and locations of mandatory annual local chapter meetings shall be determined by action of each local committee. Written or email notice of each such mandatory annual local chapter meeting shall be sent by the local committee to each local chapter member, or published in the COPMOBA website at least 10 days before each such meeting.

3.3.2 Additional local chapter meetings may be scheduled by the local committee, with reasonable notice to all local members in good standing.

3.4 Local Committees.

3.4.1 All local chapters shall act exclusively through a local committee, which shall be composed of at least three but no more than five local members.

3.4.2 Initial local committee members shall be appointed by the Board from among local chapter members. Initial local committee members shall serve until replaced by election and board approval as hereinafter provided. Subsequently, local committee members shall be elected from among the local chapter membership, subject to board approval. Election of local committee members shall be held at each annual membership meeting of each local chapter. Local committee members shall be elected as follows: Any local member may seek election to the local committee. Each local member in good standing and present at the annual local chapter meeting shall be entitled to one vote. Should five or fewer candidates receive votes, all candidates receiving votes shall be submitted to the Board for approval. Should more than five candidates receive votes, the top five vote recipients shall be submitted to the Board for approval. The Board shall take action on the candidates thus submitted at the next general Board meeting following the local chapter election. The Board may reject local committee election winners by majority vote of all Board members present at the next Board meeting following the local election. All local candidates not so rejected by the Board shall be deemed accepted and shall continue to serve as local committee members until replaced by subsequent chapter election and Board approval, or until removed by the board as otherwise provided.

3.4.3 Each local committee, upon election or appointment by the board, shall select from their number one person to serve as local committee chairperson.

3.4.4 Local committees may act only as provided in this Article 3.4.4.

(a) Local committees may act by majority vote of all committee members present at a duly scheduled committee meeting. Should any committee vote result in a tie, the matter which gave rise to the vote shall be referred to the Board, which shall approve or disapprove the proposed action at the next subsequent Board meeting.

(b) Any action required or permitted to be taken by a Local Committee at a meeting may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by at least a majority of all of the Committee Members or of all of the committee members entitled to vote with respect to the subject matter thereof. Any such vote shall be effective only if, prior to such vote, reasonable notice of the need for the vote and the subject matter of the vote has been transmitted to every Committee member or committee member entitled to vote. In addition, any Local Committee may take informal action by polling all Committee Members by phone so long as the vote is later ratified promptly by written consent or at a Local Committee meeting as provided in these bylaws

3.4.5 All local committee action must further the purposes of the general organization as set forth in these Bylaws and the Articles of Incorporation. No local committee may take action not specifically authorized under these Bylaws.

3.4.6 Local committees shall:

- a. Provide timely notice to all local members of all important local committee action.
- b. Make a written record in the form of minutes or resolutions documenting all local committee action.
- c. Transmit all documentation of local action immediately to the Board.

3.4.7 Local committees may:

- a. Develop, construct and maintain local trails.
- b. Conduct local fundraising activities. All funds raised by any local chapter shall belong to COPMOBA and shall be turned over to the Board, along with an accounting for the funds involved. No local chapter shall retain or use COPMOBA funds without Board approval.
- c. Organize, schedule and supervise local group rides and other social events
- d. Interact with local representatives of public agencies responsible for management of public lands suitable for mountain bike riding. Such interaction by local committees shall be limited to matters of purely local interest. Any interaction with public

agencies for purposes of interest to the general organization shall be controlled exclusively by the Board.

e. Apply to the Board for COPMOBA funds when needed for local activities. All such applications shall include a detailed written description of the objective for which funding is sought, and a detailed budget itemizing anticipated costs. Applications may be submitted annually based on anticipated needs for the prospective operating year, or may be submitted from time to time as needed for specific contingencies.

f. Delegate to any local member any task necessary and proper to furtherance of valid local business.

g. Take any other action specifically authorized by the Board.

3.4.8 All local action shall be subject to review and approval of the Board either (a) upon written petition signed by at least 60% of members in good standing of the local chapter which took the subject action, or (b) upon written request of any Board member in good standing. Local action so submitted to the Board for review shall be approved or disapproved by simple majority vote of the Board members present at the next subsequent board meeting.

3.4.9 Local Committee Meetings.

a. Local committees shall meet at least four times during each calendar year. Each such mandatory committee meeting shall occur at a place and time to be selected by the local committee chairperson, with due regard to the schedules of the other members. The committee chair shall give notice to all committee members at least 14 days in advance of any such mandatory committee meeting. Notice may be waived by any committee member by written waiver of notice.

b. Local committees may meet more frequently and without notice upon unanimous mutual agreement of all local committee members.

3.4.10 Board Oversight of Local Committees

a. Dissolution. Any local chapter can be dissolved by majority vote of the Board at any time and for any reason.

b. The Board may remove any local committee member or expel any general member of any local chapter by majority vote of the Board at any properly noticed meeting of the Board upon written request of any Board member for a vote on any such action. Such written request shall clearly state the reasons for the requested action and shall be transmitted to any person subject to such action by email or regular mail no less than ten days prior to any vote on the question. Any person subject to such vote shall be permitted to attend any Board meeting at which such vote is scheduled, and shall be permitted to address the Board on his/her own behalf. Removal or expulsion by vote of the Board pursuant to this subsection 3.5(b) shall be effective immediately upon conclusion of such vote, but the Board shall give written notice to any person removed or expelled by such vote and not present at the time such vote.

c. Any vacancy occurring on any local committee shall be filled by appointment of the Board of Directors. Any person so appointed shall serve until replaced by election at local committee meeting as provided in Article 3.4.2 hereof.

Article IV -- Board of Directors

Section 4.1 General Powers. The business and affairs of the corporation shall be managed by the Board of Directors.

Section 4.2 Number, Tenure and Qualifications. The number of Directors of the corporation shall not be less than six nor more than twenty. Each Director shall be appointed by the Board of Directors at the annual meeting of the Board and shall hold that appointment for one year beginning with the calendar year. The local committee chairperson from each local

committee shall be appointed to the Board each year. At least thirty per cent of the total number of Directors appointed for each year must be local committee members. The Board may elect additional board members at any scheduled board meeting by the affirmative vote of a majority of directors, though less than a quorum.

Section 4.3 Vacancies. Any Director may resign at any time by giving written notice to the president or secretary of the corporation. Such resignation shall take effect at the time specified therein. Any vacancy occurring in the Board of Directors shall be filled by the affirmative vote of the majority of the remaining Directors, though less than a quorum. Any vacancy shall be filled, if possible, by appointment of a member of the same local committee from which the departed Board Member came. A Director appointed to fill a vacancy shall be appointed for the unexpired term of his predecessor.

Section 4.4 Board Meetings. The Board of Directors shall conduct regular meetings at least two times each year. Regular meetings of the Board of Directors shall be held at such a time and on such a day as shall be established by the Board. All regular meetings shall be held at locations reasonably accessible to all Board Members. The meeting shall be for the purpose of appointing directors, electing officers and transacting other corporation business.

Section 4.5 Special Meetings. Special meetings of the Board may be called by or at the request of the president or any five Directors. Notice of any special meetings shall be given personally, by mail, or by telephone at least forty-eight hours in advance of such meeting. Special meetings may be held at any reasonably convenient time and place.

Section 4.6 Quorum. A majority of the number of Directors that is currently on the Board shall constitute a quorum for transaction of business at any meeting of the Board of Directors.

Section 4.7 Manner of Acting. Except as otherwise required by law or by the Articles of Incorporation, the act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

All meetings of the Board of Directors shall be governed by the procedural rules set forth in the most recent edition of Robert's Rules of Order.

Section 4.8 Informal Action. Any action required or permitted to be taken by the Board of Directors or by a committee thereof at a meeting may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by at least a majority of all of the Directors or of all of the committee members entitled to vote with respect to the subject matter thereof. Any such vote shall be effective only if, prior to such vote, reasonable notice of the need for the vote and the subject matter of the vote has been transmitted to every Board member or committee member entitled to vote. In addition, the Board may take informal action by polling all Board Members by phone so long as the vote is later ratified promptly by written consent or at a Board meeting as provided in these bylaws.

Section 4.9 Participation by Electronic Means. Any members of the Board of Directors or any committee may participate in a meeting by means of telephone conference or similar communications equipment by which all persons participating in the meeting can hear each other at the same time.

Section 4.10 Removal. Any Director may be removed by the Board at any time, with or without cause, in the manner provided in the Colorado Nonprofit Corporation Act.

Section 4.11 Delegation of Authority. The Board of Directors may designate any individual Board Member or general member, or any committee consisting of two or more such

persons, to carry out the business of the corporation. The following tasks shall be delegated only to a Board Member, {Executive Director} or to a Committee of Board Members: newsletter editor

Section 4.12 Compensation. Directors as such shall not receive any salaries or other compensation for their services.

Article V – Officers

Section 5.1 General. The officers of the corporation shall be president, vice- president, secretary and treasurer. One person may hold any two offices, except that no one may simultaneously hold the office of president and secretary.

Section 5.2 Election. The officers of the corporation shall be elected by the Board of Directors at their annual meeting. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as is convenient. All officers shall be elected from among the current membership of the Board of Directors.

Section 5.3 Removal. Any officer may be removed by the Board of Directors whenever, in its judgment, the best interest of the corporation will be served.

Section 5.4 Vacancies. A vacancy in any office may be filled by the Board of Directors for the unexpired portion of the term.

Section 5.5 President. The president shall, subject to the direction and supervision of the Board of Directors, be the chief executive officer of the corporation and shall have general and active control of its affairs and business, general supervision of its officer, and preside at all meetings of the Board of Directors.

Section 5.6 Vice-President. The Vice-President shall assist the president and shall perform such duties as may be assigned to him/her by the president or Board of Directors, and serve as membership coordinator.

Section 5.7 Secretary. The Secretary shall: (a) keep the minutes of the Board of Directors meetings; (b) see that all notices are duly given in accordance with the provisions of these bylaws or required by law; (c) be custodian of the corporate records; and (d) in general perform all duties incident to the office of secretary.

Section 5.8 Treasurer. The treasurer shall be the principal financial officer of the corporation and shall have care and custody of the corporation's general fund. He/she shall receive and give receipts for monies paid in on account of the corporation and shall pay out of the funds on hand all bills and other just debts of the corporation on maturity. He/she shall perform all duties incident to the office of treasurer, and shall make to the Board of Directors such financial reports as it may request.

The treasurer shall also be the principal accounting officer of the corporation. He/she shall prescribe and maintain the methods and system of accounting, and prepare and furnish to the president and Board of Directors statements of account showing the financial position of the corporation and the results of its operations. The treasurer shall also maintain, in form generally accepted by the accounting industry, all financial records of the corporation. The treasurer shall make all such records available to the Board for review and/or audit at such reasonable times and places as the Board may request.

Article VI – {Executive Director} Coordinator

The board of directors may hire an {Executive Director} Coordinator to carry out the business and further the mission of the organization. Duties, job description and salary shall be determined in a contract signed by COPMOBA's president on behalf of the board of directors and

the person hired as {Executive Director} Coordinator. The contract may be amended and renewed by mutual agreement of the { Executive Director} Coordinator and board of directors.

Article VII -- Nondiscrimination.

The officers, Directors, hired staff and committee members shall be selected entirely on a nondiscriminatory basis with respect to age, sex, religion, national origin and sexual orientation.

Article VIII -- Miscellaneous.

Section 8.1 Fiscal Year. The fiscal year of the corporation shall begin on the first day of January and end on the thirty-first day of December.

Section 8.2 Amendments. The Board of Directors shall have the power to alter, amend or repeal the bylaws of the corporation or adopt new bylaws at any meeting of the Board.

Section 8.3 Conflicts of Interest. No officer or Director of the corporation shall be interested, directly or indirectly, in any contract relating to the operations conducted by the corporation, nor in any contract for furnishing services or supplies to the corporation, unless such contract is authorized by the majority of the Board of Directors in a meeting at which the presence of such interested Director is not necessary for the purposes of a quorum or for the purposes of such majority, and the fact and nature of such interest is fully disclosed or known to the Directors present at the meeting at which such contract shall be authorized.

CERTIFICATE

I hereby certify that the foregoing revised Bylaws, consisting of six pages constitute a correct copy of the Bylaws of the Colorado Plateau Mountain Bike Trail Association, Inc., adopted by the Board of Directors of the corporation as of Secretary _____